

INDEX

Exhibit No.	Description
1	Greenfield deposition testimony
3	2001 Agreement between Verizon and E-P with 2003 Addendum- AEO Bates no. EP235629-EP235668
4	11/04/05 Amazing Grace Presentation Deck
5	Bill Reynolds deposition testimony, pages 8-10, 29-30, 31-32, 38, 56
6	11/7/05 Wilbanks to Erwin/Greenfield follow up with the name change- EP000580
7	<u>Metalmeccanica Del Tiberina v. Kelleher</u> , 2005 US App. Lexis
8	11/3/05 Email from Greenfield to Wilbanks with accompanying attachment of Internet Buzz Campaign; Bates no. E-P00035-E-P00056
9	E-P deposition exhibit 54, Bates no. EP000142-EP152; 11/28/05 E-mail Greenfield to Erwin
10	11/4/05 Email from Greenfield to Wilbanks Bates no. E-P000124 and E-P226852 – E-P226856
11	08/23/06 E-mail correspondence- EP0003166
12	Verizon Wireless Branded Entertainment Opportunity December 29, 2005- EP000837-EP000850
13	12/27/05 Email from Wilbanks to Greenfield Bates n. Greenfield/1 st Approach 000418-000419
14	3/28/06 Email from Wilbanks to Greenfield and Bosworth

- 15 Greenfield/1st Approach –November 2005 Various Email Communication between Greenfield, Wilbanks, Erwin and Bosworth-000318-000321
- 16 2/13/06 Email from Wilbanks to Erwin, Bosworth and Greenfield- Bates no. Greenfield/1st Approach 000413- E-P 000415
- 17 2/9/06 Email from Stratton to Bosworth- E-P000874-EP000875
- 18 4/25/06 Email with attachments; E-P deposition exhibit 85, bates no. E-P000884-E-P000895, 4/26/06 presentation deck- Bates No. E-P000295-E-P000330
- 19 Joe Erwin deposition, pages 374, 377 and 378
- 21 “How Sweet the Sound” 2008 Program Status- Bates No. VZW000219602-VZW000219643; **VZW000219615
- 24 12/18/09-Verizon Wireless “How Sweet the Sound” 2010 Activation Plan AEO VZW 000266389-000266469
- 26 12/9/05 Email from Greenfield to Erwin- Greenfield/1st Approach 000423
- 27 3/2006 Email Communications between Greenfield, Bosworth, Erwin and Wilbanks- Greenfield/1st Approach 000202-000206, 000204**
- 28 Agreement between Verizon and E-P AEO3- VZW000000020-VZW000000098
- 28.1 Agreement between Verizon and E-P AEO4 EP031678-E-P031686
- 28.2 Agreement between Verizon and E-P AEO 7
- 28.3 Agreement between Verizon and E-P AEO 8- E-P147520-E-P147528
- 29 Duvall Deposition, pages 30, 33, 37

31 Verizon Wireless “How Sweet the Sound” Sponsorship
Evaluation VZW000006930-000006974

32 2010 Planning Meeting- AEO VZW000266362 –
VZW0002663880

34 2/15/10 Oliver Wood Report

36 Lou Rossi Deposition, page 71

39 Larry Namer Report

40 Greenfield Affidavit- Not Sealed

41 April 26, 2006 Presenters Deck for Verizon “How Sweet
the Sound” presentation

42 Allen Bosworth Depo. pgs. 30, 33 and 37

43. May 12, 2006 Verizon “How Sweet the Sound”
presentation Deck

44 7/12/06 Bosworth to Greenfield 1st Q initiative EP000228

45 BET Internet

46 GMC Internet

48 EP Dep. Exh. 40

50 Erwin to Bosworth Memo-Greenfield ownership –EP Dep.
Exh. 88

51 AMA EFFIE Description

EXHIBIT 31

CONFIDENTIAL

VZW0000006930

	A
1	Verizon Wireless
2	How Sweet The Sound Sponsorship Evaluation
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5	
6	ETHNICITY_SEGMT
7	
8	ACTIVATIONS
9	RPT_MTH
10	January-07
11	February-07
12	March-07
13	April-07
14	May-07
15	June-07
16	July-07
17	August-07
18	September-07
19	October-07
20	November-07
21	December-07
22	January-08
23	February-08
24	March-08
25	April-08
26	May-08
27	June-08
28	July-08
29	August-08
30	September-08
31	October-08
32	November-08
33	December-08
34	January-09
35	February-09
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Activation Trend of

	B	C	D	E	F
1					
2					
3					
4					
5					
6	African-American				
7					
8	Low (0% - 12.9%)	Medium (13.0% - 49.9%)	High (50.0% or more)	Non-HSTS Zip Code	
9					
10	1,510	4,068	7,553	17,296	
11	1,374	4,105	7,269	18,213	
12	1,427	4,182	7,673	18,049	
13	1,354	4,011	7,061	18,413	
14	1,482	4,031	7,306	17,302	
15	1,545	3,955	7,140	16,955	
16	1,661	4,383	8,181	19,425	
17	1,877	4,742	9,271	20,606	
18	1,566	4,801	8,686	19,632	
19	1,716	4,312	8,275	19,489	
20	1,470	4,026	7,868	18,012	
21	2,100	5,877	11,029	26,146	
22	1,590	4,303	8,525	21,078	
23	1,525	4,952	9,296	23,333	
24	1,635	5,000	9,467	21,274	
25	1,505	3,928	7,564	17,722	
26	1,508	4,341	8,189	18,144	
27	1,713	4,420	8,837	20,305	
28	1,777	4,652	10,820	20,690	
29	1,884	5,334	10,323	22,883	
30	1,642	4,520	8,991	20,471	
31	1,659	6,242	9,175	24,186	
32	1,698	6,766	9,593	25,432	
33	2,478	8,974	12,253	34,584	
34	1,730	6,773	9,070	27,905	
35	1,983	7,884	10,081	33,555	
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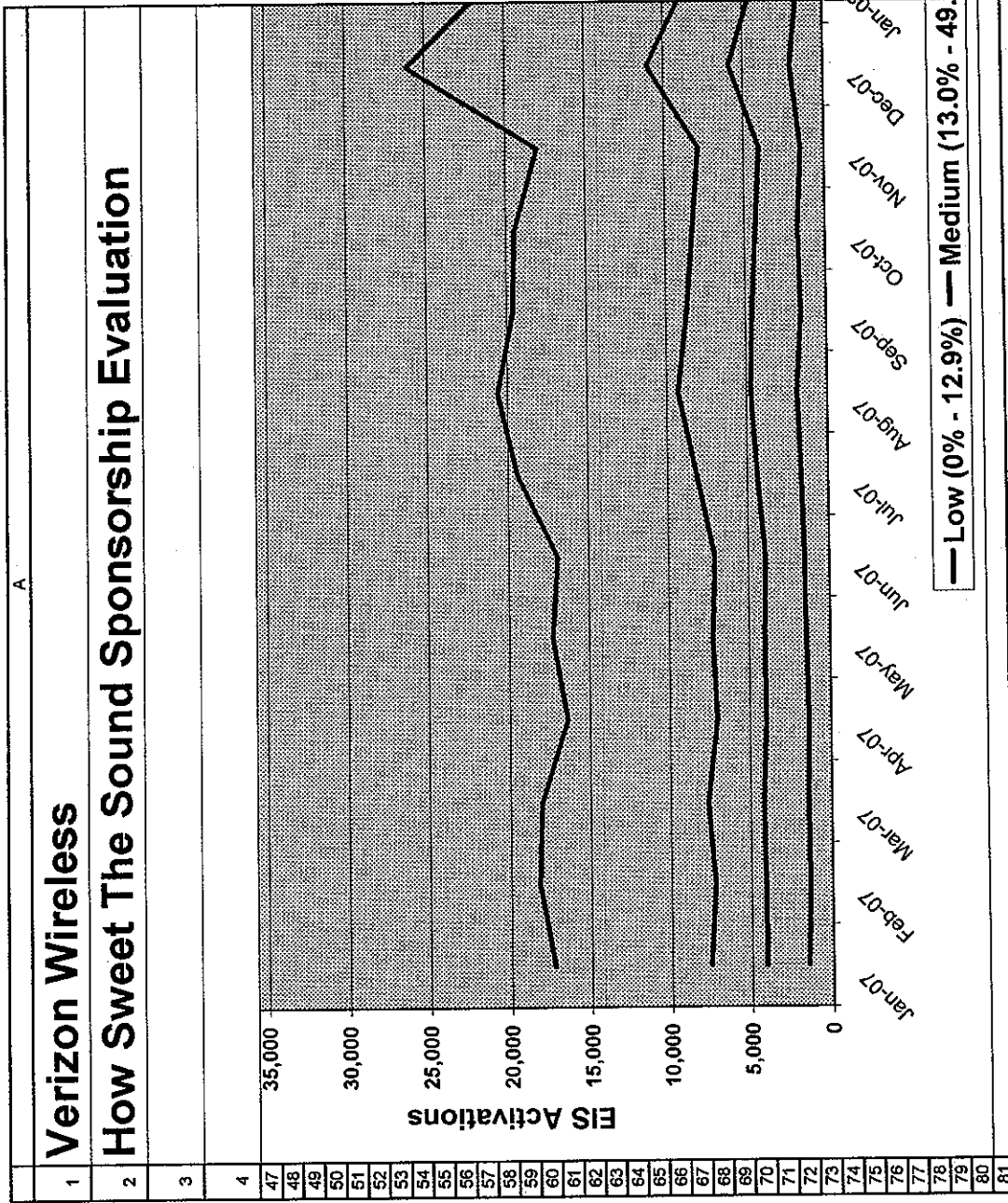
African-Americans

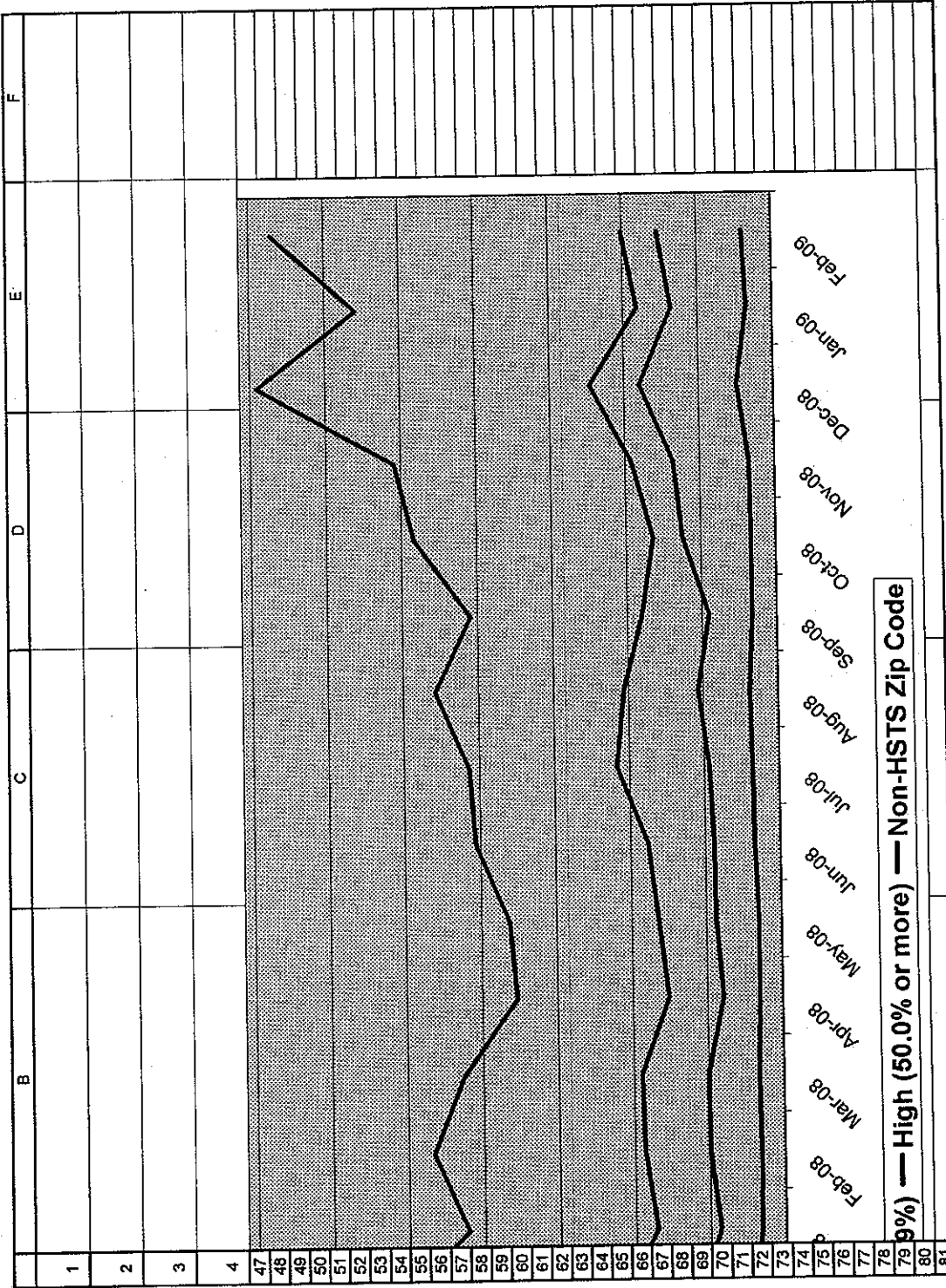
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CONFIDENTIAL





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1	Verizon Wireless
2	How Sweet The Sound Sponsorship Evaluation
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82	
83	ETHNICITY_SEGMT
84	
85	CHURN
86	RPT_MTH
87	January-07
88	February-07
89	March-07
90	April-07
91	May-07
92	June-07
93	July-07
94	August-07
95	September-07
96	October-07
97	November-07
98	December-07
99	January-08
100	February-08
101	March-08
102	April-08
103	May-08
104	June-08
105	July-08
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108	October-08
109	November-08
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112	February-09
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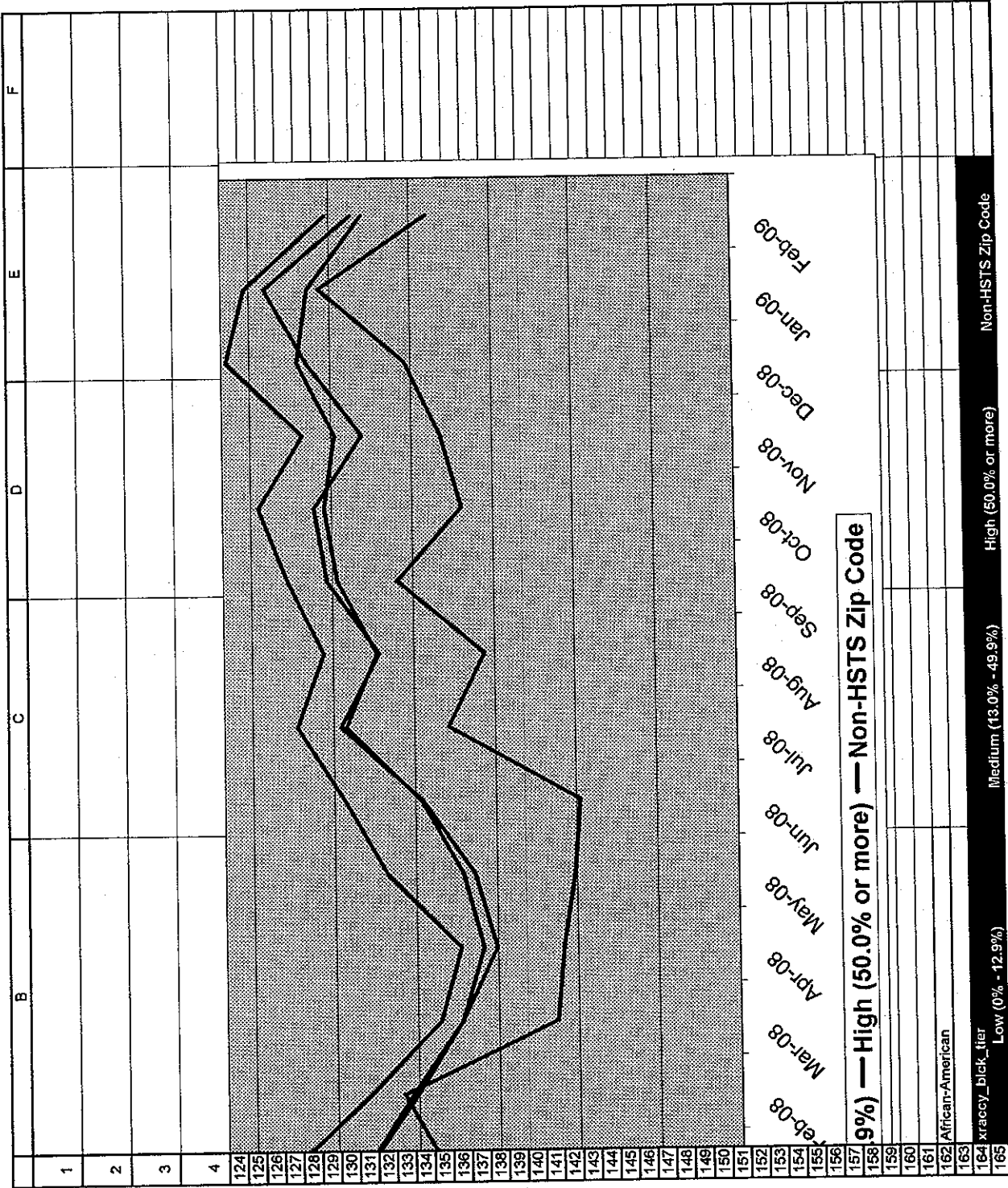
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	B	C	D	E	F
1					
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3					
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82					
83	African-American				
84					
85	Black				
86	Low (0% - 12.9%)				
87	2.17%	2.75%	2.81%	3.16%	
88	1.11%	1.22%	1.23%	1.44%	
89	1.11%	1.25%	1.32%	1.40%	
90	0.99%	1.16%	1.22%	1.30%	
91	1.09%	1.31%	1.28%	1.44%	
92	1.22%	1.33%	1.31%	1.51%	
93	1.24%	1.45%	1.47%	1.72%	
94	1.30%	1.49%	1.46%	1.67%	
95	1.18%	1.40%	1.37%	1.66%	
96	1.21%	1.39%	1.47%	1.63%	
97	1.17%	1.36%	1.47%	1.74%	
98	1.28%	1.54%	1.47%	1.71%	
99	1.33%	1.53%	1.53%	1.52%	
100	1.43%	1.40%	1.41%	1.34%	
101	1.05%	1.29%	1.23%	1.29%	
102	1.04%	1.24%	1.20%	1.47%	
103	1.00%	1.28%	1.26%	1.57%	
104	0.99%	1.39%	1.38%	1.69%	
105	1.32%	1.57%	1.58%	1.62%	
106	1.23%	1.49%	1.49%	1.71%	
107	1.44%	1.59%	1.61%	1.78%	
108	1.28%	1.62%	1.64%	1.67%	
109	1.33%	1.59%	1.62%	1.86%	
110	1.42%	1.68%	1.65%	1.81%	
111	1.63%	1.66%	1.76%	1.61%	
112	1.36%	1.52%	1.55%		
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114					
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116	African-Americans				
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CONFIDENTIAL

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Verizon Wireless	
How Sweet The Sound Sponsorship Evaluation	
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162	ETHNICITY_SEGMT
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164	ARPU
165	RPT_MTH



VZW0000006937

CONFIDENTIAL

		A
1	Verizon Wireless	
2	How Sweet The Sound Sponsorship Evaluation	
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166	January-07	
167	February-07	
168	March-07	
169	April-07	
170	May-07	
171	June-07	
172	July-07	
173	August-07	
174	September-07	
175	October-07	
176	November-07	
177	December-07	
178	January-08	
179	February-08	
180	March-08	
181	April-08	
182	May-08	
183	June-08	
184	July-08	
185	August-08	
186	September-08	
187	October-08	
188	November-08	
189	December-08	
190	January-09	
191	February-09	
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ARPU Trend of At		
		\$70.00
		\$68.00

CONFIDENTIAL

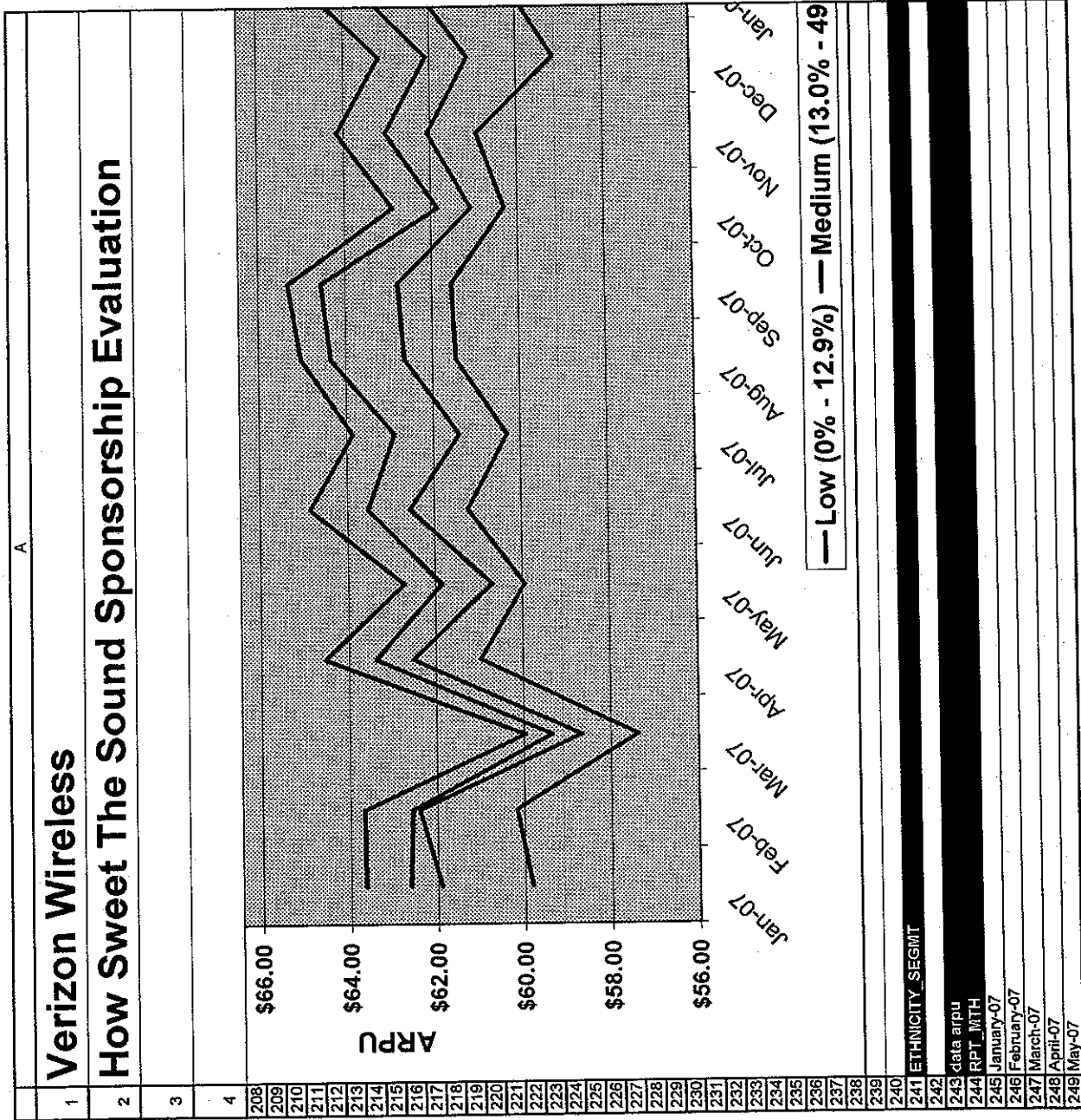
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VZW0000006939

CONFIDENTIAL

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166	\$59.83	\$62.63	\$63.64	\$61.92	
167	\$60.18	\$62.56	\$63.67	\$62.42	
168	\$57.38	\$59.35	\$59.97	\$58.67	
169	\$60.98	\$63.37	\$64.55	\$62.53	
170	\$59.95	\$61.86	\$62.71	\$60.70	
171	\$61.23	\$63.53	\$64.96	\$62.57	
172	\$60.31	\$62.89	\$63.85	\$61.41	
173	\$61.46	\$64.34	\$65.03	\$62.65	
174	\$61.55	\$64.56	\$65.31	\$62.79	
175	\$60.30	\$61.85	\$62.49	\$61.08	
176	\$60.94	\$63.04	\$64.16	\$62.07	
177	\$59.15	\$62.10	\$63.17	\$61.12	
178	\$60.24	\$63.78	\$64.99	\$62.40	
179	\$60.44	\$63.21	\$64.92	\$62.73	
180	\$59.35	\$61.61	\$62.91	\$60.92	
181	\$60.92	\$64.40	\$65.80	\$63.32	
182	\$59.64	\$63.19	\$64.45	\$62.00	
183	\$61.41	\$64.74	\$66.57	\$63.72	
184	\$59.42	\$62.76	\$64.44	\$60.88	
185	\$61.83	\$64.54	\$65.92	\$62.84	
186	\$61.89	\$64.84	\$66.59	\$63.01	
187	\$60.28	\$62.86	\$64.82	\$61.79	
188	\$61.67	\$65.05	\$66.73	\$63.96	
189	\$60.81	\$64.43	\$65.59	\$63.39	
190	\$61.78	\$66.72	\$67.62	\$64.49	
191	\$62.04	\$65.65	\$66.35	\$64.15	
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African-Americans



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Feb-08 Mar-08 Apr-08 May-08 Jun-08 Jul-08 Aug-08 Sep-08 Oct-08 Nov-08 Dec-08 Jan-09 Feb-09

9%) — High (50.0% or more) — Non-HSTS Zip Code

Low (0% - 12.9%)	Medium (13.0% - 49.9%)	High (50.0% or more)	Non-HSTS Zip Code
\$10.74	\$10.02	\$9.72	\$10.24
\$10.73	\$10.01	\$9.89	\$10.51
\$10.30	\$9.76	\$9.42	\$10.00
\$11.19	\$10.83	\$10.49	\$11.05
\$11.21	\$10.54	\$10.22	\$10.82

CONFIDENTIAL

VZW0000006942

	A
1	Verizon Wireless
2	How Sweet The Sound Sponsorship Evaluation
3	
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250	June-07
251	July-07
252	August-07
253	September-07
254	October-07
255	November-07
256	December-07
257	January-08
258	February-08
259	March-08
260	April-08
261	May-08
262	June-08
263	July-08
264	August-08
265	September-08
266	October-08
267	November-08
268	December-08
269	January-09
270	February-09
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Data ARPU Trend of

\$20.00

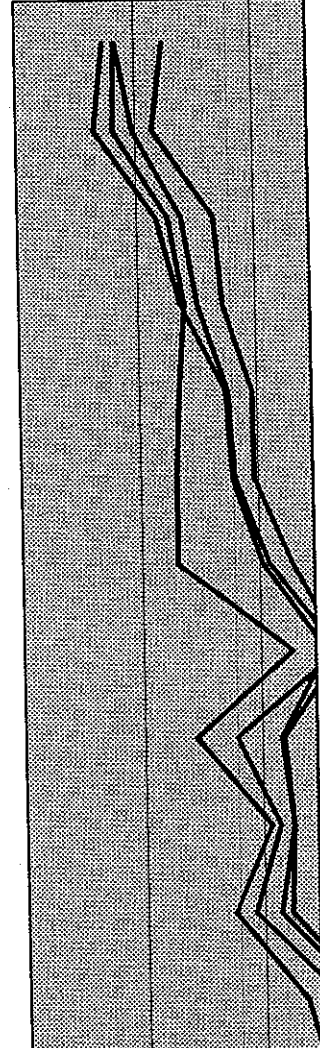
\$18.00

\$16.00

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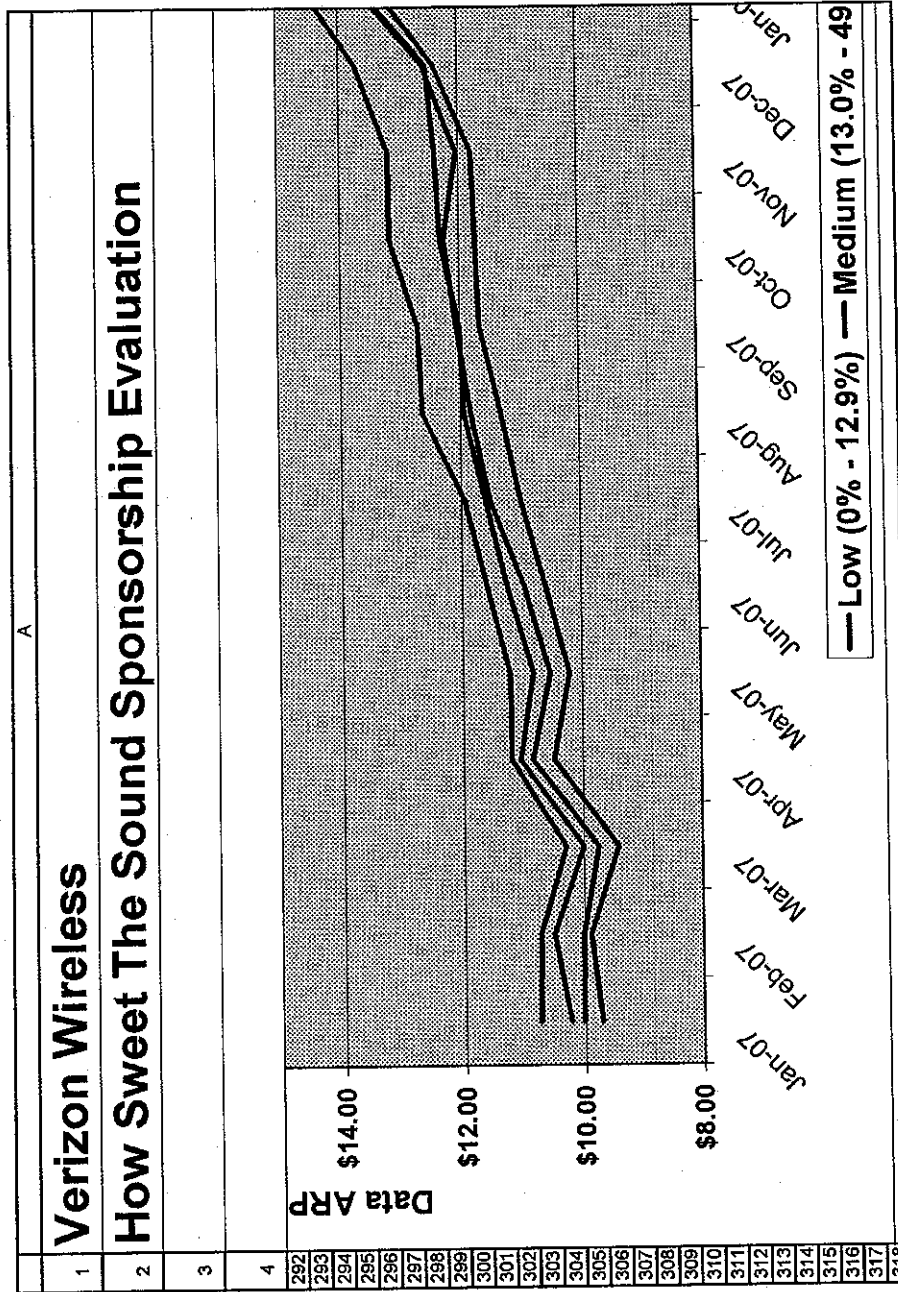
	B	C	D	E	F
1					
2					
3					
4					
250	\$11.58	\$10.96	\$10.69	\$11.25	
251	\$11.95	\$11.52	\$11.00	\$11.60	
252	\$12.64	\$11.83	\$11.32	\$11.94	
253	\$12.71	\$12.05	\$11.67	\$12.01	
254	\$13.16	\$12.26	\$11.73	\$12.31	
255	\$13.18	\$12.04	\$11.79	\$12.40	
256	\$13.72	\$12.59	\$12.40	\$12.54	
257	\$14.69	\$13.78	\$13.47	\$13.74	
258	\$14.86	\$13.75	\$13.71	\$14.24	
259	\$15.28	\$14.27	\$14.17	\$14.64	
260	\$16.50	\$15.73	\$15.62	\$16.16	
261	\$15.87	\$15.48	\$15.48	\$15.71	
262	\$17.14	\$15.68	\$15.63	\$16.44	
263	\$15.46	\$14.88	\$14.83	\$14.87	
264	\$17.41	\$15.98	\$15.44	\$15.83	
265	\$17.40	\$16.45	\$16.07	\$16.40	
266	\$17.34	\$16.54	\$16.08	\$16.51	
267	\$17.22	\$17.29	\$16.98	\$17.00	
268	\$17.48	\$17.68	\$16.71	\$17.26	
269	\$18.38	\$18.69	\$17.72	\$18.06	
270	\$18.34	\$18.54	\$17.83	\$18.33	
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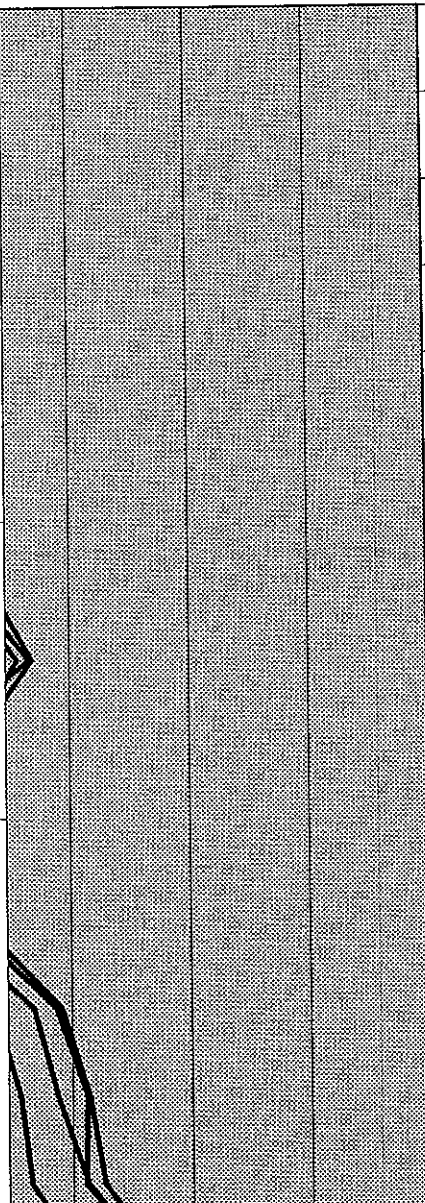
African-Americans



CONFIDENTIAL

VZW000006943



	B	C	D	E	F
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Feb-08 Mar-08 Apr-08 May-08 Jun-08 Jul-08 Aug-08 Sep-08 Oct-08 Nov-08 Dec-08 Jan-09 Feb-09

9%) — High (50.0% or more) — Non-HSTS Zip Code

VZW0000006946

CONFIDENTIAL

	A
1	Verizon Wireless
2	How Sweet The Sound Sponsorship Evaluation
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4	
5	ETHNICITY_SEGMT
6	xracy_black_tier
7	
8	ACTIVATIONS
9	RPT_MTH
10	January-07
11	February-07
12	March-07
13	April-07
14	May-07
15	June-07
16	July-07
17	August-07
18	September-07
19	October-07
20	November-07
21	December-07
22	January-08
23	February-08
24	March-08
25	April-08
26	May-08
27	June-08
28	July-08
29	August-08
30	September-08
31	October-08
32	November-08
33	December-08
34	January-09
35	February-09
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	B	C	D	E	F	G	H	I	
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3									
4									
5	African-American								
6	(Multiple items)								
7									
8	GEOGRAPHY	ATLANTA	CHICAGO	DETROIT	HOUSTON	LOS ANGELES	MEMPHIS	NEW YORK	PHILADELPHIA
9		1,630	1,265	1,059	480	984	524	3,014	1,046
10		1,636	1,377	893	517	893	478	3,030	1,023
11		1,588	1,364	917	571	930	445	3,154	1,107
12		1,580	1,202	894	567	821	428	2,840	1,017
13		1,610	1,279	817	552	907	445	3,055	1,085
14		1,582	1,142	790	520	956	458	2,872	1,076
15		1,910	1,452	849	646	1,010	519	3,240	1,069
16		2,029	1,680	939	658	1,120	630	3,764	1,225
17		1,765	1,534	923	669	1,033	546	3,628	1,185
18		1,739	1,603	951	572	851	583	3,220	1,216
19		1,588	1,589	775	593	815	646	2,762	1,162
20		2,268	2,281	1,147	820	1,185	900	4,198	1,632
21		1,781	1,846	985	603	853	615	3,009	1,195
22		1,896	2,082	1,048	760	900	896	3,219	1,242
23		1,785	2,119	980	705	960	657	3,664	1,309
24		1,583	1,625	886	716	776	497	2,884	1,025
25		1,624	1,718	908	532	897	544	3,276	1,162
26		1,968	1,750	888	706	893	608	3,375	1,237
27		1,803	1,869	943	565	933	647	3,714	1,247
28		2,154	2,401	1,032	732	935	715	3,953	1,340
29		1,956	1,898	938	723	866	583	3,472	1,302
30		2,190	2,285	945	788	864	676	3,486	1,346
31		2,554	2,206	844	749	1,024	744	4,691	1,414
32		3,211	2,477	1,329	1,009	1,598	1,076	5,641	1,985
33		2,685	1,895	1,053	907	1,076	799	4,000	1,446
34			1,801	1,341	774	1,344	880	4,420	1,770
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Activation Trend of African-Americans

Activation Trend of African-Americans

CONFIDENTIAL

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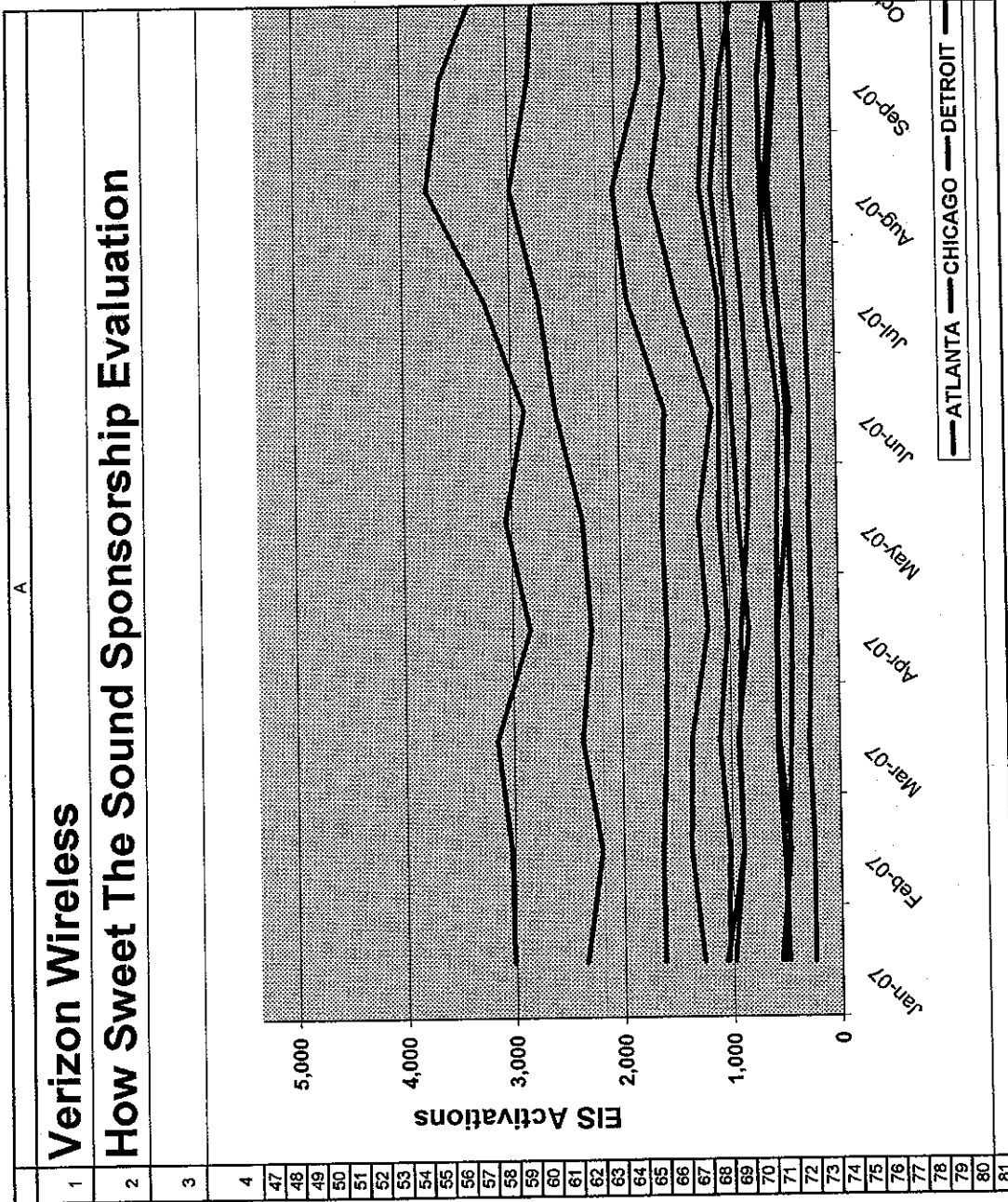
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8	SFOAKSJ	ST LOUIS	WASHINGTON DC
10	243	552	2,344
11	242	462	2,197
12	279	550	2,367
13	247	556	2,274
14	257	467	2,344
15	243	419	2,582
16	270	528	2,732
17	263	595	2,987
18	273	516	2,801
19	287	547	2,734
20	284	539	2,591
21	314	696	3,565
22	259	639	2,583
23	269	698	2,766
24	270	634	3,019
25	244	463	2,298
26	234	470	2,673
27	243	430	2,872
28	285	452	4,791
29	342	467	3,470
30	251	460	2,704
31	294	425	2,777
32	373	536	2,922
33	414	569	4,436
34	361	487	2,864
35	398	564	3,206
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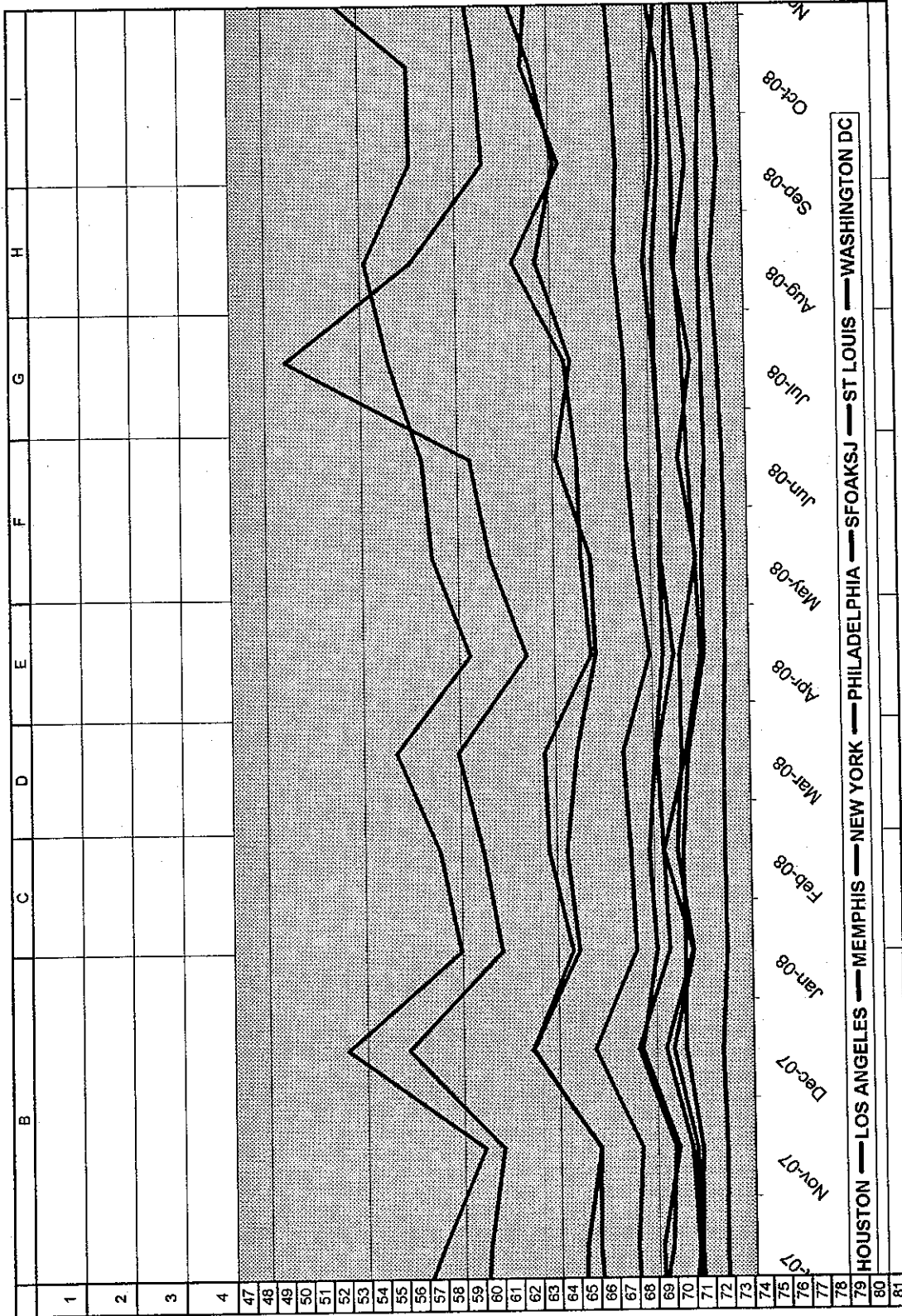
CONFIDENTIAL

VZW0000006948

VZW0000006949

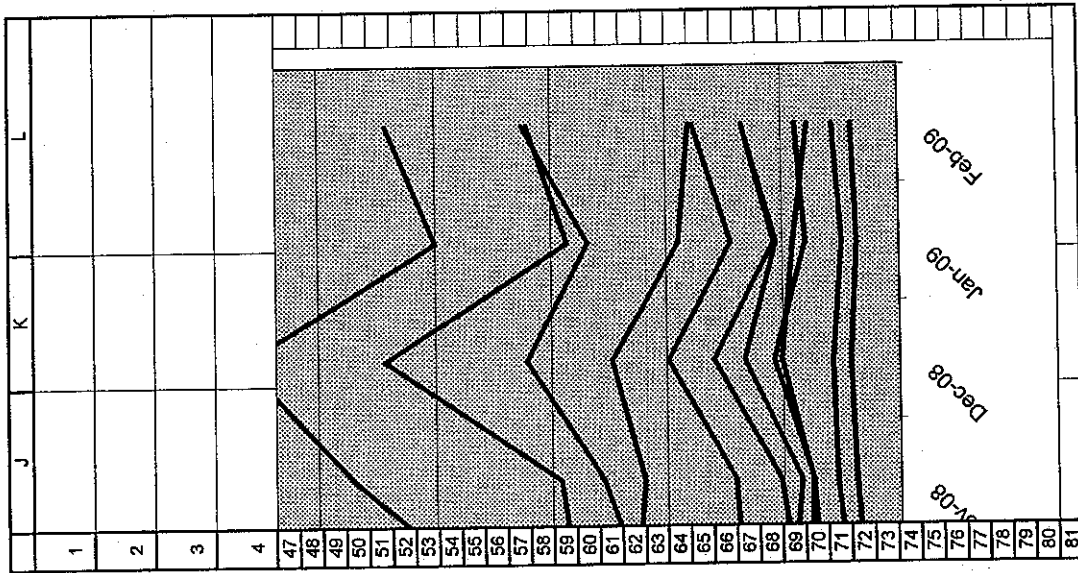
CONFIDENTIAL





CONFIDENTIAL

VZW0000006950



CONFIDENTIAL

VZW0000006951

VZW0000006952

CONFIDENTIAL

A	
1	Verizon Wireless
2	How Sweet The Sound Sponsorship Evaluation
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82	ETHNICITY_SEGMT
83	xtacy_black_tier
84	
85	CHURN
86	RPT_MTH
87	January-07
88	February-07
89	March-07
90	April-07
91	May-07
92	June-07
93	July-07
94	August-07
95	September-07
96	October-07
97	November-07
98	December-07
99	January-08
100	February-08
101	March-08
102	April-08
103	May-08
104	June-08
105	July-08
106	August-08
107	September-08
108	October-08
109	November-08
110	December-08
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82	African-American							
83	(Multiple Items)							
84								
85	GEOGRAPHY							
86	ATLANTA	CHICAGO	DETROIT	HOUSTON	LOS ANGELES	MEMPHIS	NEW YORK	PHILADELPHIA
87	3.02%	3.94%	3.47%	4.35%	2.02%	4.87%	2.24%	2.37%
88	1.38%	1.74%	1.61%	1.99%	0.85%	1.97%	0.98%	1.08%
89	1.36%	1.74%	1.84%	1.70%	1.01%	2.35%	1.05%	1.14%
90	1.34%	1.64%	1.57%	1.75%	0.99%	2.01%	0.95%	1.16%
91	1.36%	1.83%	1.62%	1.89%	0.94%	2.51%	1.04%	1.13%
92	1.52%	1.99%	1.71%	1.81%	1.08%	2.45%	1.08%	1.06%
93	1.69%	2.36%	1.76%	1.95%	1.15%	2.58%	1.12%	1.26%
94	1.53%	2.31%	2.00%	2.19%	1.26%	2.80%	1.15%	1.24%
95	1.54%	2.17%	1.54%	1.85%	1.14%	2.42%	1.16%	1.15%
96	1.58%	2.19%	1.72%	2.04%	1.21%	2.38%	1.20%	1.12%
97	1.58%	2.01%	1.47%	1.92%	1.21%	2.65%	1.09%	1.25%
98	1.60%	2.54%	1.76%	2.24%	1.21%	2.74%	1.25%	1.26%
99	1.54%	2.39%	1.61%	2.17%	1.46%	2.19%	1.23%	1.27%
100	1.51%	2.19%	1.69%	1.65%	1.36%	2.00%	1.00%	1.03%
101	1.27%	2.00%	1.56%	1.65%	1.20%	2.56%	0.94%	0.96%
102	1.40%	1.86%	1.31%	1.63%	1.09%	1.95%	0.96%	1.05%
103	1.28%	2.14%	1.40%	1.93%	1.05%	2.49%	1.20%	1.20%
104	1.42%	2.40%	1.56%	1.74%	1.39%	2.73%	1.29%	1.34%
105	1.69%	2.57%	1.63%	1.95%	1.26%	2.50%	1.17%	1.24%
106	1.56%	2.41%	1.32%	1.80%	1.47%	2.72%	1.30%	1.50%
107	1.65%	2.54%	1.63%	2.02%	1.30%	2.80%	1.31%	1.48%
108	1.70%	2.57%	1.58%	1.89%	1.24%	2.70%	1.27%	1.35%
109	1.56%	2.44%	1.88%	1.80%	1.31%	2.41%	1.33%	1.45%
110	1.76%	2.86%	1.68%	2.33%	1.37%	2.81%	1.39%	1.55%
111	1.84%	3.01%	1.84%	1.90%	1.27%	2.40%	1.16%	1.36%
112	1.88%	2.48%	1.64%	2.00%				
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Churn Trend of African-Americans

CONFIDENTIAL

VZW0000006953

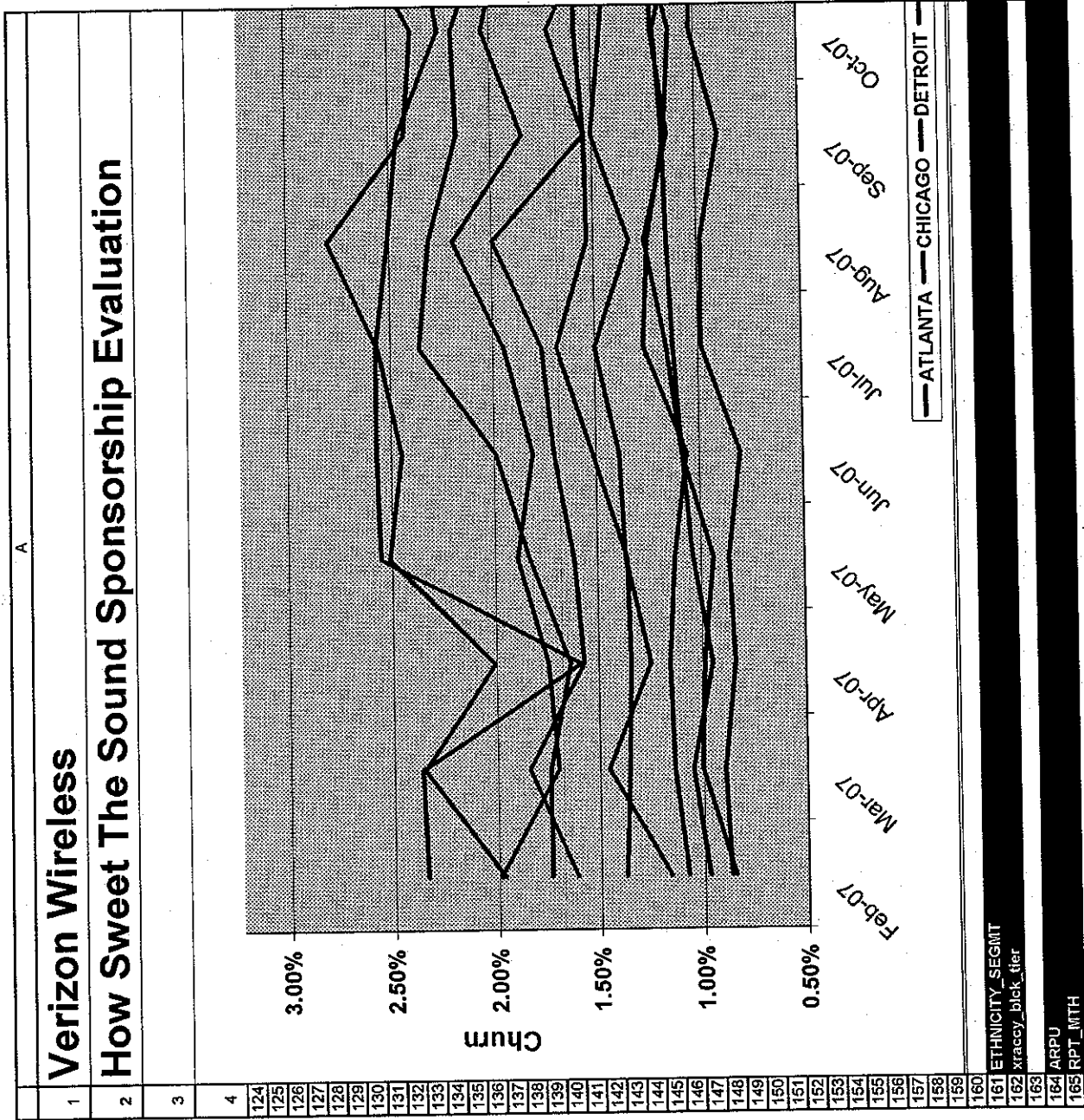
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85	SFOAKSJ	ST LOUIS	WASHINGTON DC
86	2.51%	4.50%	2.02%
87	1.16%	2.34%	0.87%
88	1.46%	2.36%	0.90%
89	1.25%	1.59%	0.84%
90	1.36%	2.55%	0.87%
91	1.39%	2.57%	0.80%
92	1.50%	2.57%	0.98%
93	1.33%	2.51%	0.98%
94	1.51%	2.46%	0.89%
95	1.45%	2.25%	1.02%
96	1.42%	2.34%	1.00%
97	1.43%	2.58%	0.98%
98	1.72%	2.83%	1.10%
99	1.54%	2.31%	0.98%
100	1.34%	2.16%	0.94%
101	1.22%	1.90%	0.82%
102	1.54%	2.68%	0.81%
103	1.32%	2.72%	1.02%
104	1.66%	2.77%	1.09%
105	1.61%	3.10%	1.13%
106	1.45%	3.00%	1.19%
107	1.69%	2.77%	1.31%
108	1.74%	2.74%	1.12%
109	1.80%	2.83%	1.24%
110	1.72%	2.80%	1.35%
111	1.78%	2.27%	1.14%
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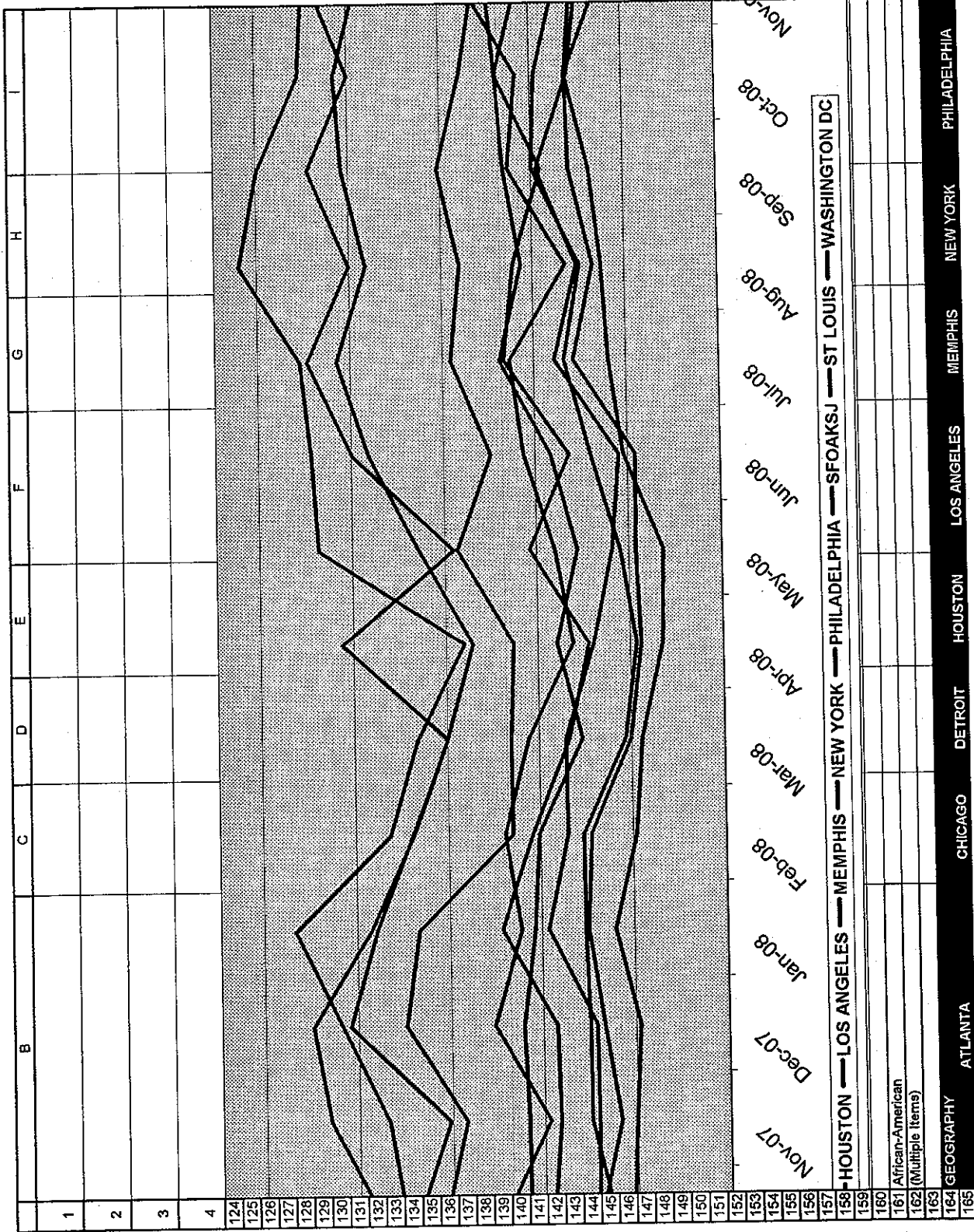
CONFIDENTIAL

VZW0000006954

VZW0000006955

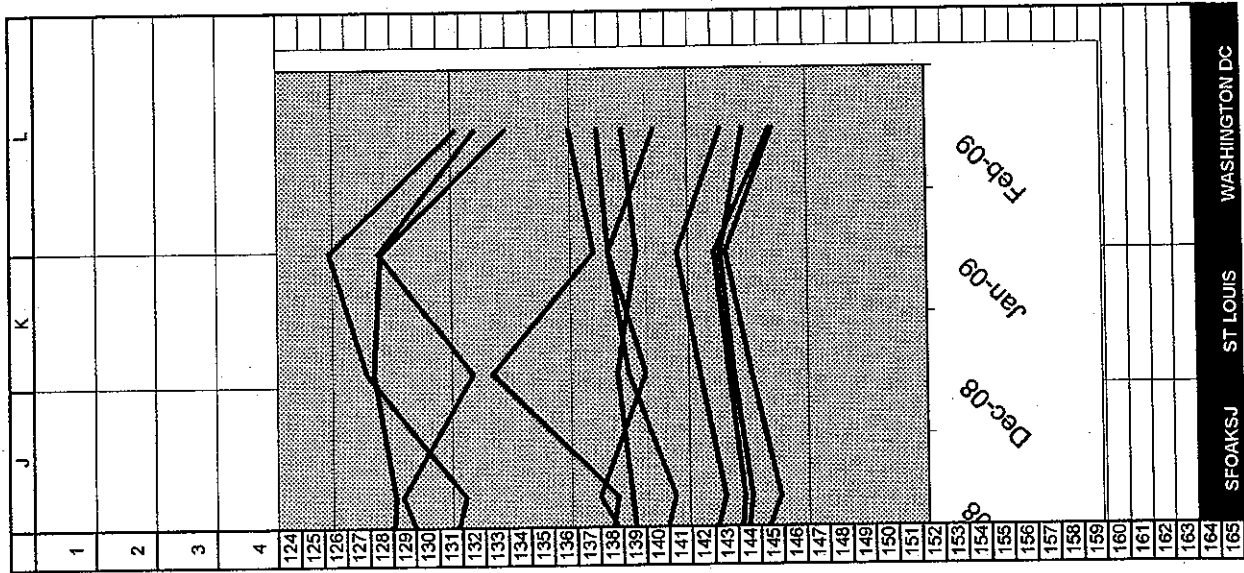
CONFIDENTIAL





CONFIDENTIAL

VZW0000006956



VZW0000006958

CONFIDENTIAL

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1	Verizon Wireless
2	How Sweet The Sound Sponsorship Evaluation
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166	January-07
167	February-07
168	March-07
169	April-07
170	May-07
171	June-07
172	July-07
173	August-07
174	September-07
175	October-07
176	November-07
177	December-07
178	January-08
179	February-08
180	March-08
181	April-08
182	May-08
183	June-08
184	July-08
185	August-08
186	September-08
187	October-08
188	November-08
189	December-08
190	January-09
191	February-09
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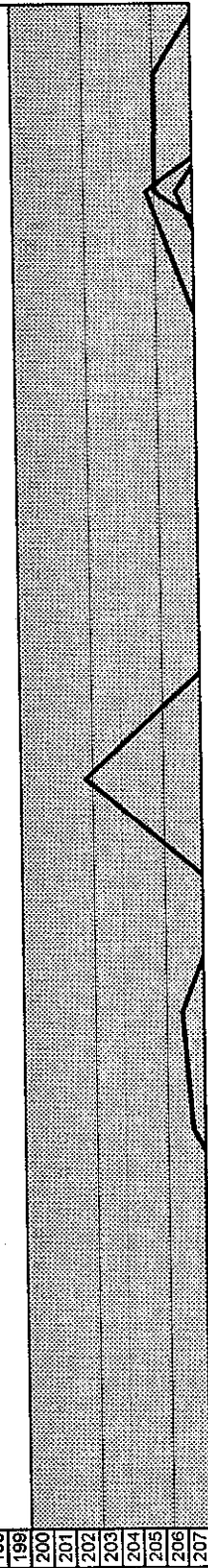
\$74.00

\$72.00

\$70.00

	B	C	D	E	F	G	H	I
1								
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3								
4								
166	\$66.67	\$63.05	\$66.30	\$65.54	\$63.49	\$68.95	\$62.00	\$58.83
167	\$66.65	\$64.15	\$64.88	\$65.91	\$64.14	\$69.96	\$62.34	\$58.28
168	\$62.41	\$59.96	\$63.45	\$61.86	\$60.41	\$63.27	\$58.81	\$55.84
169	\$66.99	\$64.24	\$66.83	\$65.39	\$64.66	\$68.91	\$63.07	\$59.51
170	\$65.31	\$62.36	\$64.10	\$64.70	\$62.93	\$67.32	\$61.64	\$58.12
171	\$67.07	\$64.21	\$65.95	\$66.85	\$64.26	\$69.81	\$63.66	\$60.13
172	\$64.99	\$63.59	\$64.50	\$64.60	\$63.35	\$67.76	\$63.47	\$59.51
173	\$66.30	\$65.05	\$65.14	\$66.76	\$64.91	\$69.08	\$64.63	\$60.46
174	\$66.46	\$65.28	\$65.94	\$67.63	\$64.49	\$71.00	\$65.06	\$60.84
175	\$64.50	\$64.11	\$64.39	\$61.71	\$63.16	\$67.12	\$61.65	\$58.45
176	\$65.95	\$65.13	\$64.90	\$65.43	\$65.31	\$68.50	\$62.27	\$59.50
177	\$64.80	\$64.84	\$63.89	\$65.20	\$62.96	\$67.40	\$61.51	\$58.67
178	\$66.66	\$67.54	\$65.46	\$65.89	\$63.62	\$69.29	\$63.52	\$60.42
179	\$66.05	\$67.48	\$65.56	\$67.13	\$63.57	\$69.57	\$62.44	\$59.86
180	\$64.73	\$65.63	\$63.70	\$64.20	\$61.69	\$68.29	\$60.73	\$58.48
181	\$66.85	\$68.13	\$65.57	\$66.74	\$64.65	\$72.20	\$64.00	\$60.97
182	\$65.59	\$66.20	\$64.18	\$67.11	\$62.61	\$68.63	\$62.33	\$60.79
183	\$66.69	\$68.73	\$65.97	\$67.93	\$64.21	\$68.51	\$64.73	\$61.03
184	\$65.89	\$65.47	\$63.66	\$63.81	\$62.83	\$66.33	\$63.45	\$59.95
185	\$67.00	\$68.03	\$65.13	\$65.45	\$64.07	\$69.01	\$65.22	\$61.30
186	\$67.22	\$69.43	\$65.71	\$69.98	\$64.41	\$70.23	\$65.53	\$61.48
187	\$65.19	\$67.36	\$64.18	\$69.98	\$61.95	\$65.96	\$63.00	\$60.51
188	\$66.80	\$69.84	\$67.10	\$68.00	\$64.09	\$66.18	\$64.90	\$63.07
189	\$66.54	\$69.10	\$65.33	\$69.45	\$64.01	\$66.74	\$63.75	\$60.99
190	\$66.72	\$71.63	\$67.53	\$70.39	\$64.99	\$67.23	\$66.44	\$63.55
191	\$66.53	\$69.05	\$66.69	\$69.67	\$65.00	\$69.06	\$64.72	\$63.22

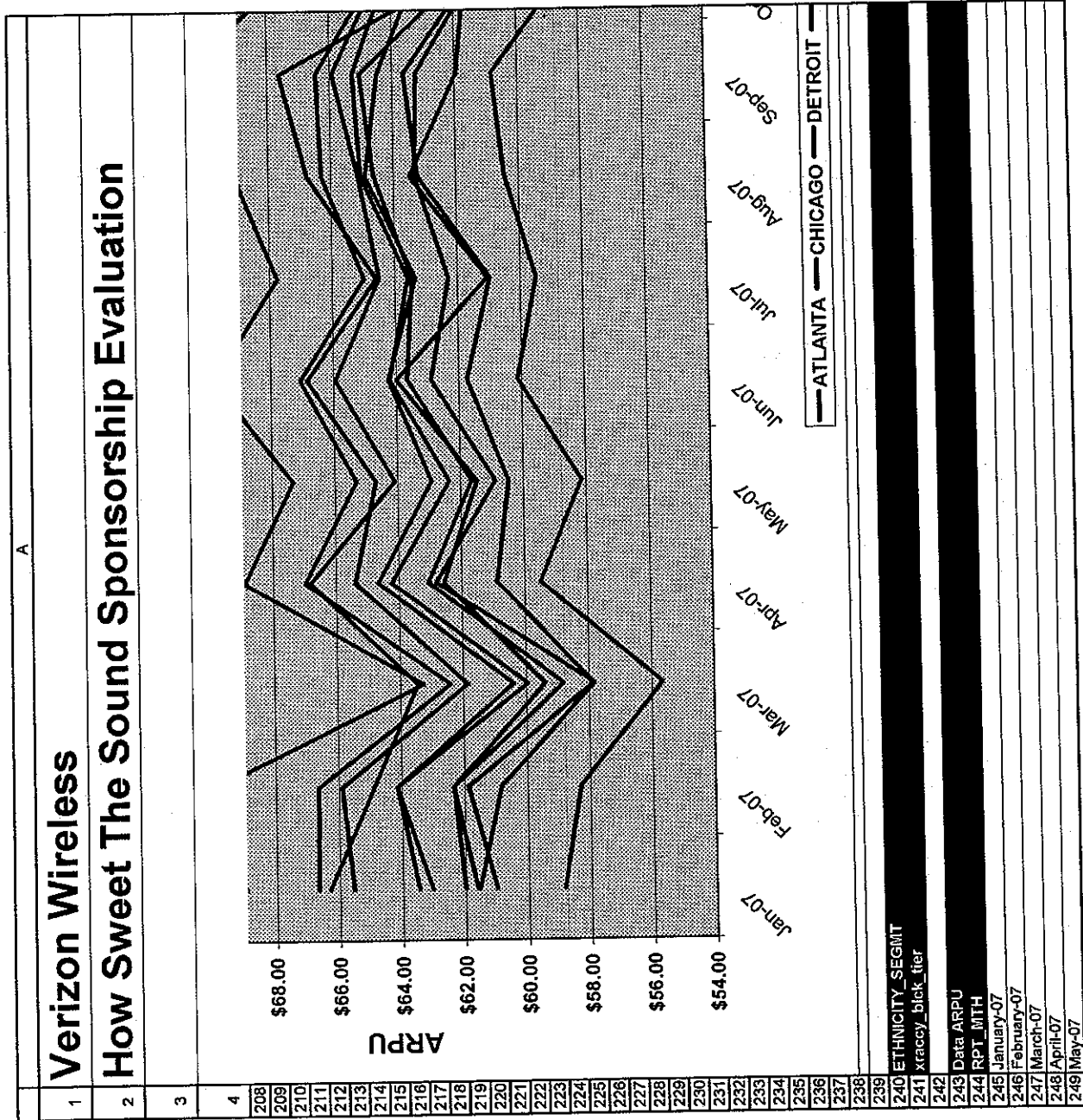
ARPU Trend of African-Americans



VZW0000006960

CONFIDENTIAL

	J	K	L
1			
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166	\$61.63	\$61.01	\$61.56
167	\$62.35	\$61.89	\$60.83
168	\$59.41	\$57.84	\$57.82
169	\$62.57	\$60.88	\$62.84
170	\$61.49	\$60.48	\$60.90
171	\$64.00	\$61.74	\$62.89
172	\$61.07	\$60.98	\$62.30
173	\$63.49	\$63.23	\$63.33
174	\$61.96	\$63.65	\$63.25
175	\$61.63	\$61.40	\$61.31
176	\$62.44	\$63.12	\$62.48
177	\$60.53	\$61.78	\$61.34
178	\$61.74	\$65.15	\$62.36
179	\$61.24	\$64.91	\$62.37
180	\$59.05	\$63.02	\$61.21
181	\$62.26	\$64.11	\$63.46
182	\$61.72	\$64.42	\$62.83
183	\$63.69	\$65.05	\$65.76
184	\$60.75	\$61.11	\$62.58
185	\$63.39	\$64.60	\$64.01
186	\$63.74	\$63.77	\$63.97
187	\$62.40	\$61.52	\$63.02
188	\$63.86	\$64.41	\$65.25
189	\$63.99	\$63.99	\$63.79
190	\$65.20	\$66.58	\$65.90
191	\$64.50	\$64.75	\$64.85
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Nov-07 Dec-07 Jan-08 Feb-08 Mar-08 Apr-08 May-08 Jun-08 Jul-08 Aug-08 Sep-08 Oct-08

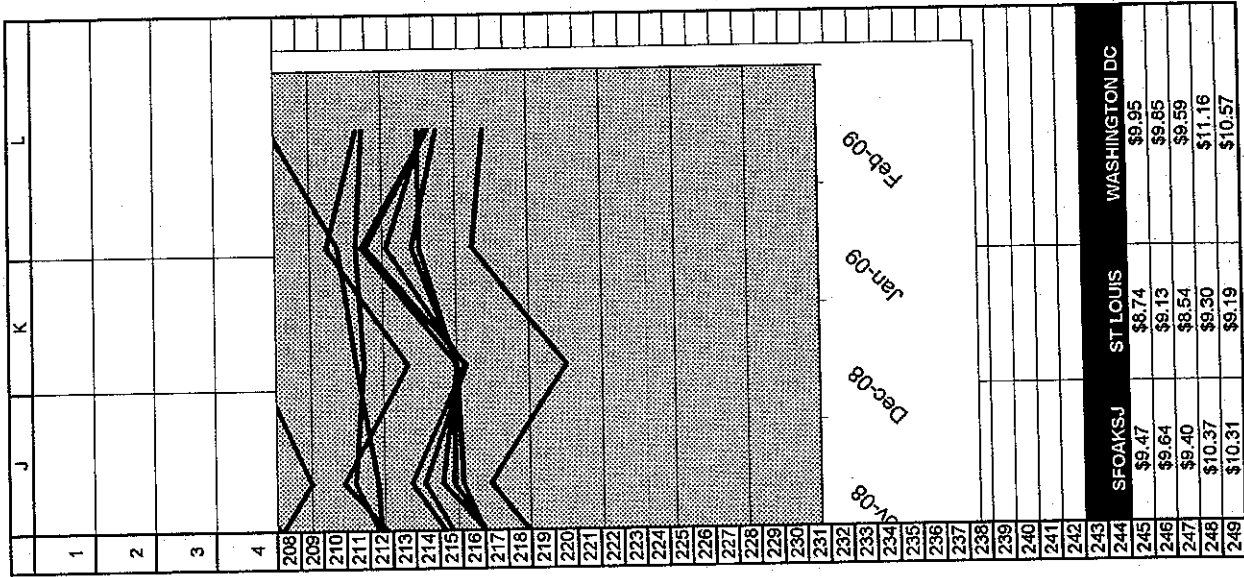
HOUSTON — LOS ANGELES — MEMPHIS — NEW YORK — PHILADELPHIA — SFOAKSJ — ST LOUIS — WASHINGTON DC

GEOGRAPHY

ATLANTA	CHICAGO	DETROIT	HOUSTON	LOS ANGELES	MEMPHIS	NEW YORK	PHILADELPHIA
\$11.19	\$9.34	\$9.88	\$10.68	\$10.70	\$11.75	\$9.63	\$8.74
\$11.44	\$9.59	\$10.34	\$10.76	\$10.64	\$12.48	\$9.62	\$8.67
\$10.90	\$9.38	\$9.38	\$10.48	\$10.21	\$10.16	\$9.40	\$8.36
\$11.88	\$10.13	\$10.45	\$11.39	\$11.31	\$12.08	\$10.33	\$9.04
\$12.07	\$9.79	\$10.23	\$11.40	\$11.13	\$11.68	\$9.95	\$9.30

CONFIDENTIAL

VZW0000006962



VZW0000006964

	A
1	Verizon Wireless
2	How Sweet The Sound Sponsorship Evaluation
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250	June-07
251	July-07
252	August-07
253	September-07
254	October-07
255	November-07
256	December-07
257	January-08
258	February-08
259	March-08
260	April-08
261	May-08
262	June-08
263	July-08
264	August-08
265	September-08
266	October-08
267	November-08
268	December-08
269	January-09
270	February-09
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CONFIDENTIAL

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4								
250	\$12.40	\$10.30	\$10.70	\$11.94	\$11.61	\$12.46	\$10.34	\$9.36
251	\$12.60	\$10.77	\$10.81	\$12.33	\$11.79	\$12.94	\$10.84	\$10.34
252	\$12.87	\$11.21	\$11.02	\$12.71	\$12.45	\$13.30	\$11.20	\$10.34
253	\$13.14	\$11.54	\$11.50	\$13.11	\$12.71	\$13.75	\$11.49	\$10.46
254	\$13.23	\$11.99	\$11.65	\$13.09	\$12.47	\$13.50	\$11.61	\$10.59
255	\$13.44	\$11.69	\$11.93	\$12.82	\$12.93	\$13.62	\$11.39	\$10.59
256	\$14.03	\$12.59	\$12.16	\$13.70	\$13.29	\$14.24	\$11.95	\$10.94
257	\$15.35	\$13.97	\$13.26	\$14.79	\$14.23	\$15.43	\$12.89	\$12.20
258	\$15.35	\$14.23	\$13.78	\$15.44	\$13.99	\$15.84	\$12.99	\$12.24
259	\$15.83	\$15.18	\$14.13	\$16.44	\$14.13	\$16.56	\$13.37	\$12.69
260	\$16.96	\$16.60	\$15.49	\$15.96	\$15.42	\$18.87	\$15.37	\$14.01
261	\$17.06	\$15.30	\$15.25	\$18.76	\$14.93	\$18.81	\$14.58	\$14.43
262	\$16.91	\$16.25	\$15.67	\$18.00	\$15.93	\$16.59	\$15.20	\$13.63
263	\$17.15	\$14.21	\$14.45	\$16.04	\$14.99	\$16.23	\$14.46	\$13.61
264	\$17.32	\$15.83	\$15.72	\$16.74	\$15.77	\$18.04	\$15.49	\$14.36
265	\$18.07	\$16.89	\$15.84	\$18.56	\$16.44	\$19.08	\$15.72	\$14.58
266	\$18.13	\$16.88	\$15.89	\$19.18	\$16.07	\$18.19	\$15.71	\$15.17
267	\$18.39	\$17.46	\$16.47	\$19.01	\$16.49	\$19.11	\$16.09	\$15.86
268	\$18.82	\$17.55	\$16.17	\$19.75	\$17.19	\$19.46	\$16.31	\$15.61
269	\$19.01	\$18.29	\$17.29	\$20.85	\$17.93	\$20.29	\$17.57	\$17.10
270	\$19.43	\$17.41	\$17.45	\$19.35	\$18.04	\$19.32	\$17.33	\$17.08
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ata ARPU Trend of African-Americans

CONFIDENTIAL

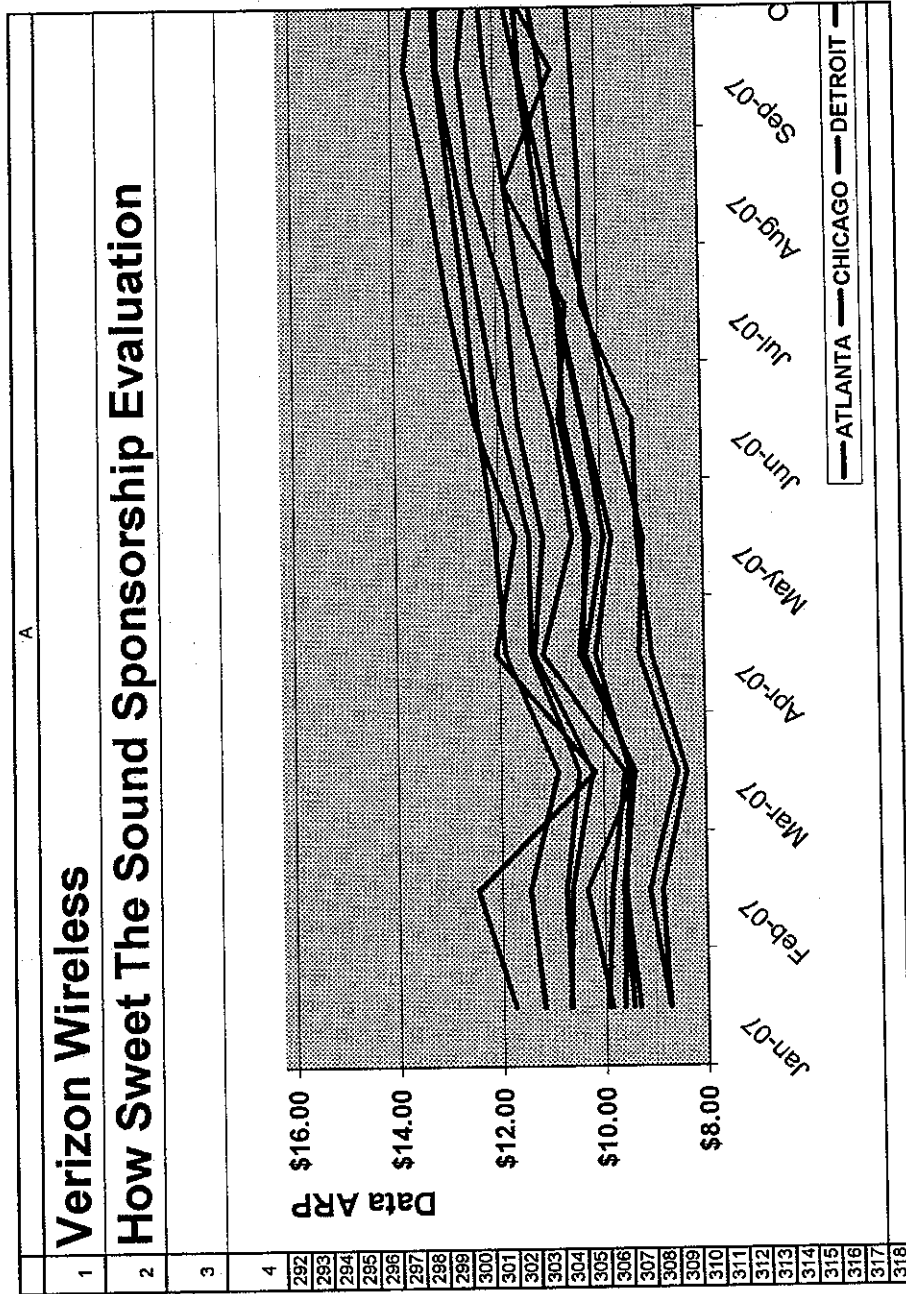
VZW0000006965

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250	\$10.80	\$9.72	\$10.92
251	\$10.85	\$10.24	\$11.49
252	\$11.81	\$10.80	\$11.81
253	\$10.87	\$11.08	\$12.17
254	\$12.07	\$11.47	\$12.35
255	\$11.98	\$11.09	\$12.33
256	\$12.02	\$11.80	\$13.09
257	\$12.75	\$13.17	\$14.10
258	\$12.89	\$13.83	\$14.27
259	\$12.79	\$14.36	\$14.74
260	\$13.81	\$14.90	\$15.84
261	\$14.20	\$15.20	\$16.02
262	\$15.13	\$14.91	\$16.51
263	\$13.00	\$12.82	\$14.82
264	\$15.13	\$15.04	\$15.88
265	\$16.05	\$15.02	\$16.34
266	\$15.96	\$15.08	\$16.38
267	\$16.56	\$15.48	\$17.01
268	\$17.09	\$15.78	\$17.21
269	\$17.99	\$16.46	\$18.33
270	\$17.87	\$16.34	\$18.33
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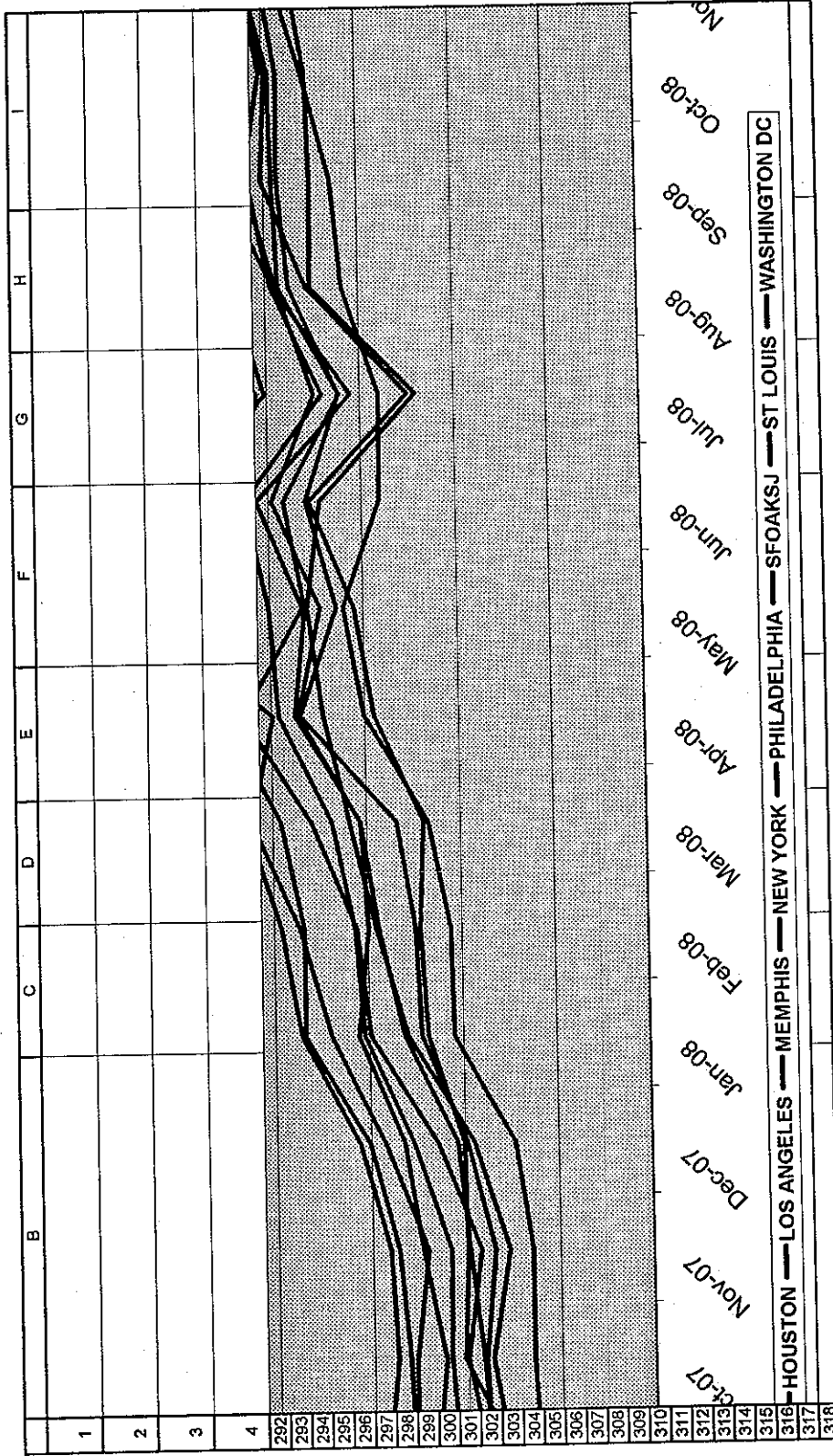
CONFIDENTIAL

VZW0000006966

VZW0000006967

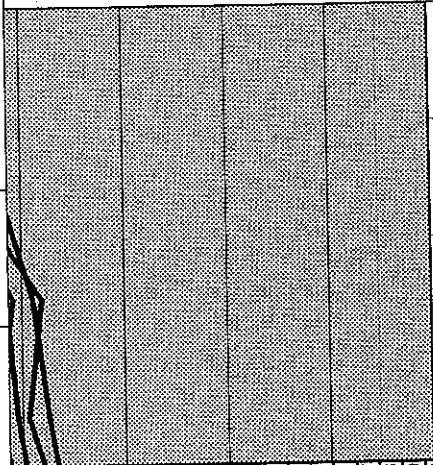


CONFIDENTIAL



CONFIDENTIAL

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A		8
1	sub activity	
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3	select	
4	rpt_mth,	
5	ethnicity_segmt,	
6	case when hsts.zip_cd is not null then hsts.dma else 'Other' end as geo,	
7	case	
8		when (hsts.zip_cd is not null and hsts.xracybick is null) or hsts.xracybick between 0.0 and 12.9 then 'Low'
9		when hsts.xracybick between 13.0 and 49.9 then 'Medium'
10		when hsts.xracybick > 49.9 then 'High'
11		else 'Non-HSTS Zip Code'
12	end as xracybick_tier,	
13	sum(eis Acts) as eis_Acts,	
14	sum(eis_deacts) as eis_deacts,	
15	sum(vol_deacts) as vol_deacts,	
16	sum(involut_deacts) as invol_deacts,	
17	sum(0) (integer) as bop,	
18	sum(0) (integer) as eop,	
19	sum(0) (integer) as billed_subs,	
20	sum(0.00) (decimal(25,2)) as total_revenue,	
21	sum(0.00) (decimal(25,2)) as voice_revenue,	
22	sum(0.00) (decimal(25,2)) as data_revenue	
23		
24	from	
25		
26	(
27	select	
28	dla.rpt_mth,	
29	ca.zip5_cd,	
30	dla.ethnicity_segmt,	
31	sum(dla.act_cnt-dla.deact_d3_cnt) as eis_Acts,	
32	sum(dla.deact_de_cnt-dla.react_cnt) as eis_deacts,	
33	sum(dla.voluntary_disconnects) as vol_deacts,	
34	sum(dla.involuntary_disconnects) as invol_deacts	
35		
36	from dla_sum_fact_v dla	
37		
38	inner join cust_acct_dly_hist_v ca on	
39	dla.sor_id = ca.sor_id and	
40	dla.cust_id = ca.cust_id and	
41	dla.act_num = ca.act_num and	
42	add_months(dla.rpt_mth,1)-1 between ca.eff_dt and ca.exp_dt and	
43	ca.exp_dt >= 1090201	
44		
45	where	
46	dla.rpt_mth between 1090201 and 1090228 and	
47	dla.rev_gen_ind = 'Y' and	
48	dla.prepaid_ind <> 'Y'	

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A		B
49		
50	group by 1,2,3) x	
51		
52	left outer join ntl_prd_qmbis.bdo_hsts_zip_cd hsts on	
53	x.zip5_cd = hsts.zip_cd	
54		
55	group by 1,2,3,4;	
56		
57		
58	-- bop	
59		
60	select	
61	rpt_mth,	
62	ethnicity_segmt,	
63	case when hsts.zip_cd is not null then hsts.dma else 'Other' end as geo,	
64	case	
65		when (hsts.zip_cd is not null and hsts.xracybick is null) or hsts.xracybick between 0.0 and 12.9 then 'Low'
66		when hsts.xracybick between 13.0 and 49.9 then 'Medium'
67		when hsts.xracybick > 49.9 then 'High'
68		else 'Non-HSTS Zip Code'
69	end as xracy_bick_tier,	
70	sum(0) as eis_acts,	
71	sum(0) as eis_deacts,	
72	sum(0) as vol_deacts,	
73	sum(0) as invol_deacts,	
74	sum(bop) as bop,	
75	sum(0) (integer) as eop,	
76	sum(0) (integer) as billed_subs,	
77	sum(0.00) (decimal(25,2)) as total_revenue,	
78	sum(0.00) (decimal(25,2)) as voice_revenue,	
79	sum(0.00) (decimal(25,2)) as data_revenue	
80		
81	from	
82		
83	(
84	select	
85	add_months(subs.rpt_mth,1) as rpt_mth,	
86	ca.zip5_cd,	
87	subs.ethnicity_segmt,	
88	sum(subs.ending_customers) as bop	
89		
90	from subs_sum_fact_v subs	
91		
92	inner join cust_dly_hist_v ca on	
93	subs.sor_id = ca.sor_id and	
94	subs.cust_id = ca.cust_id and	
95	subs.acct_num = ca.acct_num and	
96	add_months(subs.rpt_mth,1) between ca.eff_dt and ca.exp_dt and	

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	A	B
97	ca.exp_dt >= 1090201	
98		
99	where	
100	subs.rpt_mth between 1090201 and 1090228 and	
101	subs.rev_gen_ind = 'Y' and	
102	subs.prepaid_ind <> 'Y'	
103		
104	group by 1,2,3) x	
105		
106	left outer join ntl_prd_qntbls_bdo_hsts_zip_cd hsts on	
107	x.zip5_cd = hsts.zip_cd	
108		
109	group by 1,2,3,4;	
110		
111		
112	-- eop	
113		
114	select	
115	rpt_mth,	
116	ethnicity_segmt,	
117	case when hsts.zip_cd is not null then hsts.dma else 'Other' end as geo,	
118	case	
119		when (hsts.zip_cd is not null and hsts.xracyblk is null) or hsts.xracyblk between 0.0 and 12.9 then 'Low'
120		when hsts.xracyblk between 13.0 and 49.9 then 'Medium'
121		when hsts.xracyblk > 49.9 then 'High'
122		else 'Non-HSTS Zip Code'
123	end as xracy_blk_tier,	
124	sum(0) as eis_act,	
125	sum(0) as eis_deacts,	
126	sum(0) as vol_deacts,	
127	sum(0) as invol_deacts,	
128	sum(0) as bop,	
129	sum(eop) as eop,	
130	sum(0) (integer) as billed_subs,	
131	sum(0.00) (decimal(25,2)) as total_revenue,	
132	sum(0.00) (decimal(25,2)) as voice_revenue,	
133	sum(0.00) (decimal(25,2)) as data_revenue	
134		
135	from	
136		
137	(
138	select	
139	subs.rpt_mth,	
140	ca.zip5_cd,	
141	subs.ethnicity_segmt,	
142	sum(subs.ending_customers) as eop	
143		
144	from subs_sum_fact v subs	

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	A	B
145		
146	inner join cust_act_dly_hist_v ca on	
147	subs.sor_id = ca.sor_id and	
148	subs.cust_id = ca.cust_id and	
149	subs.act_num = ca.act_num and	
150	add_months(subs.rpt_mth,1)-1 between ca.eff_dt and ca.exp_dt and	
151	ca.exp_dt >= 1090201	
152		
153	where	
154	subs.rpt_mth between 1090201 and 1090228 and	
155	subs.rev_gen_ind = 'Y' and	
156	subs.prepaid_ind <> 'Y'	
157		
158	group by 1,2,3) x	
159		
160	left outer join ntl_prd_qmbis.bdo_hsts_zip_cd hsts on	
161	x.zip5_cd = hsts.zip_cd	
162		
163	group by 1,2,3,4;	
164		
165		
166	--- revenue & usage	
167		
168	select	
169	rpt_mth,	
170	ethnicity.segmt,	
171	case when hsts.zip_cd is not null then hsts.dma else 'Other' end as geo,	
172	case	
173		when (hsts.zip_cd is not null and hsts.xracybick is null) or hsts.xracybick between 0.0 and 12.9 then 'Low'
174		when hsts.xracybick between 13.0 and 49.9 then 'Medium'
175		when hsts.xracybick > 49.9 then 'High'
176		else 'Non-HSTS Zip Code'
177	end as xracy_bick_tier,	
178	sum(0) as eis_acts,	
179	sum(0) as eis_deacts,	
180	sum(0) as vol_deacts,	
181	sum(0) as invol_deacts,	
182	sum(0) as bop,	
183	sum(0) as eop,	
184	sum(billed_subs) as billed_subs,	
185	sum(total_revenue) as total_revenue,	
186	sum(voice_revenue) as voice_revenue,	
187	sum(data_revenue) as data_revenue	
188		
189	from	
190		
191	(
192	select	

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	A	B
193	rev.rpt_mth,	
194	ca.zip5_cd,	
195	rev.ethnicity_segmt,	
196	sum(rev.billed_lines) as billed_subs,	
197	sum(rev.gl_tot_service_rev_amt) as total_revenue,	
198	sum(rev.gl_tot_voice_rev_amt) as voice_revenue,	
199	sum(rev.gl_tot_data_rev_amt) as data_revenue	
200		
201	from rev_sum_fact_v rev	
202		
203	inner join cust_acct_dly_hist_v ca on	
204	rev.sor_id = ca.sor_id and	
205	rev.cust_id = ca.cust_id and	
206	rev.acct_num = ca.acct_num and	
207	add_months(rev.rpt_mth,1)-1 between ca.eff_dt and ca.exp_dt and	
208	ca.exp_dt >= 1090201	
209		
210	where	
211	rev.rpt_mth between 1090201 and 1090228 and	
212	rev.rev_gen_ind = 'Y' and	
213	rev.prepaid_ind <> 'Y'	
214		
215	group by 1,2,3) x	
216		
217	left outer join ntl_prd_qmtbis.bdo_hsts_zip_cd hsts on	
218	x.zip5_cd = hsts.zip_cd	
219		
220	group by 1,2,3,4;	

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EXHIBIT 32



2010 Planning Meeting

November 16, 2009

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2010 Planning Meeting Agenda

- 2009 Overview Momentum
- Research Erwin-Penland
- Market Recommendations Global Hue
- Key Learnings Discussion ALL
- Break
- 2010 Timeline Erwin-Penland
- Open Discussion ALL
- Next Steps Verizon Wireless

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Overview

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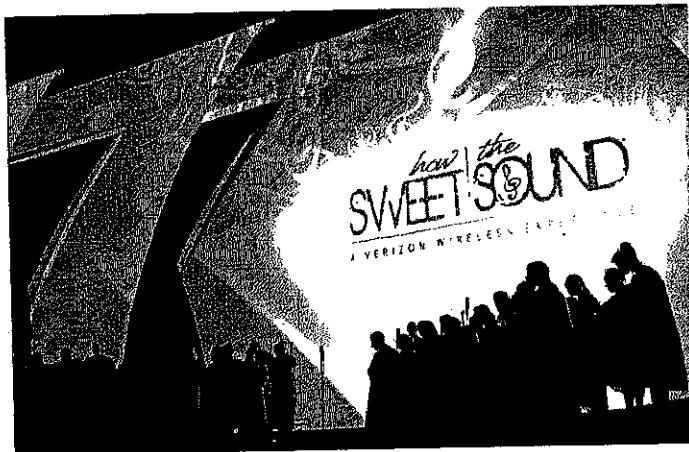
2009 Program Overview

- **2009 Tour Cities**

- Atlanta, Chicago, Detroit, Houston, Los Angeles, Memphis, Newark, Oakland, Philadelphia, St. Louis and Washington, DC

- **Key dates**

- **Mid-March:** 27,000 Pastor Packs distributed
- **April 1:** 2009 Registration opens
- **June 15:** Registration closed
- **July 17:** Registration re-opened
- **July 30:** Registration officially closed
- **August 17:** Regional Choirs Announced
- **September 19:** Regional Tour Begins
- **October 10:** Regional Tour Ends
- **November 7:** Grand Finale



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2009 Program Overview



- **Nationally Recognized Talent**

- **Tour Host:** Donald Lawrence
- **Tour Co-Host:** Lisa Kimmey-Winans
- **Resident Judge:** Marvin Sapp
- **Guest Judges:**
 - Hezekiah Walker
 - Kelly Price
 - Lonnie Hunter
 - Tye Tribbett
 - Kurt Carr
 - James Fortune
 - Michael Davis
 - CeCe Winans
 - Dorinda Clark-Cole
 - Kierra Sheard
 - John Hannah
 - Dwight Stone
 - Trin-I-Tee 5:7
 - Byron Cage

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2009 Program Overview

Market	Attendance			Choir Registration			HopeLine Donations		
	2008	2009	% Increase	2008	2009	% Increase	2008	2009	% Increase
Houston	7,028	8,574*	22%	7	29	314%	1	460	45900%
St. Louis	5,835	6,973*	20%	10	23	130%	1	1,416	141500%
Washington, D.C.	4,812	11,361**	136%	15	32	113%		742	n/a
Newark	5,805	8,220	42%	17	22	29%	1	233	23200%
Philadelphia	4,423	8,978	103%	12	19	58%	1	704	70300%
Detroit	4,976	5,570	12%	13	23	77%	2	833	41550%
Chicago	8,138	11,728**	44%	15	28	87%		1,005	n/a
Atlanta	5,247	10,678*	104%	24	41	71%		1,609	n/a
Memphis	5,166	6,457*	25%	16	14	-13%		698	n/a
Los Angeles	5,893	10,102	71%	30	17	-43%		184	n/a
Oakland	9,284	12,163**	31%	9	31	244%		57	n/a
Finale	8,794	12,799**	46%	n/a	n/a	n/a	1	6	500%
TOTAL	57,401	71,603	51%	68	279	66%	7	7,947	113,429%

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Research

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2009 Qualitative Research

- How Sweet the Sound has been very well received and is thought of as a unique and much needed addition to the gospel community. Key benefits provided by the program are:
 - Fellowship with other choirs
 - Exposure
 - Team building
 - Pride
 - Positive impact on the gospel community
- The program overall is seen as a great opportunity that brings the community together, however, key areas from the choir's perception that needs improvements are:
 - Lack of **recognition** for the hard work they had put into the program.
 - Inconsistent **rules and regulations**
 - **Opaque judging**
 - **Lack of respect** coupled with a great sensitivity among pastors to any "slight" to their church
 - **Late communications** of the schedule for 2008
 - Having only **one overall winner** (for small choirs only)

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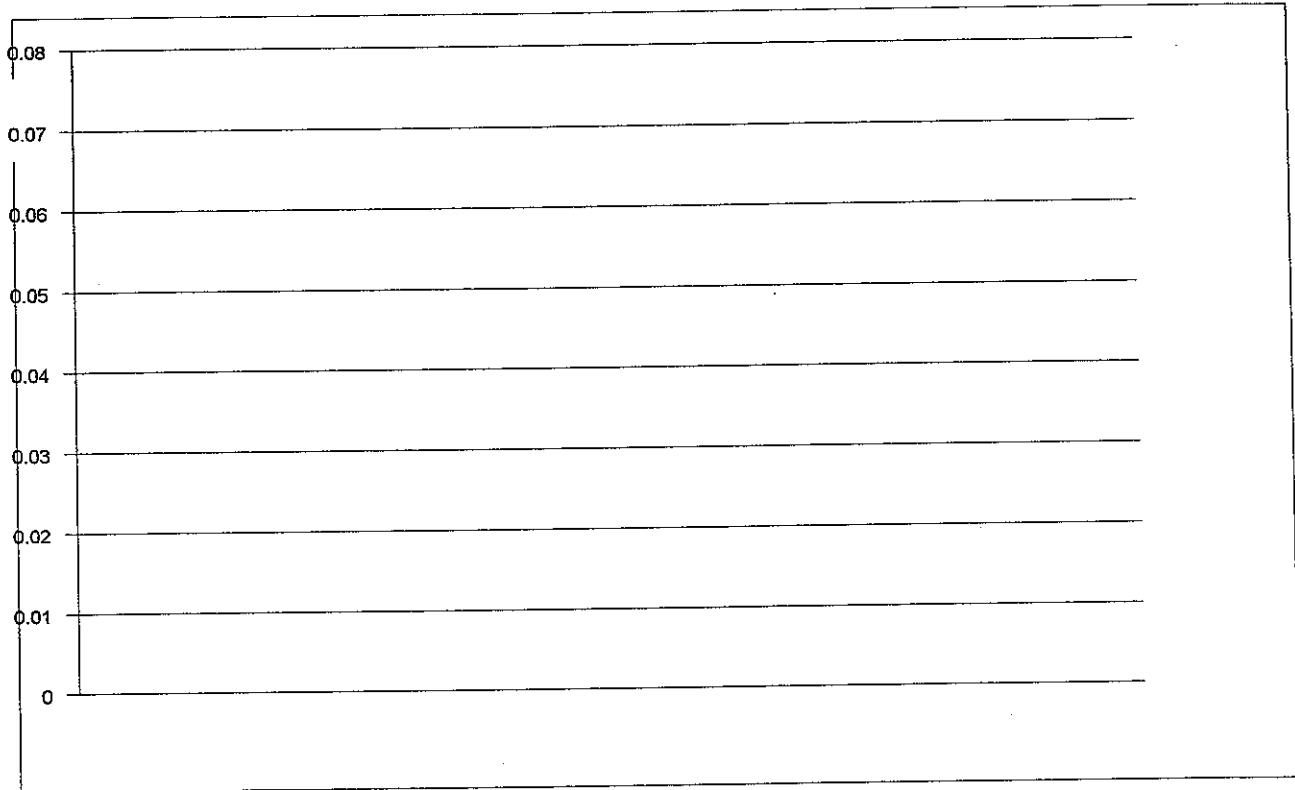
Key Implications

- **Regional Program:** The scale of the event and professional organization exceeded participant's expectations which had a lasting impact and resulted in many of the choirs coming back in 2009.
- **Celebration:** Make sure we keep to a 'celebration' feel for the program. Minimize competition messaging
- **Online Voting:** The online voting engages the audience, church and choir members. Church members were more interested in the program and supported the choir more and followed their efforts.
- **Rules and Regulations:** Stick to rules/regulations & timelines
- **Song list:** Include more songs that could be executed by non-gospel choirs, enlarged selection allowing various song arrangements not limited to the original artist's arrangement.

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2009 Business Results

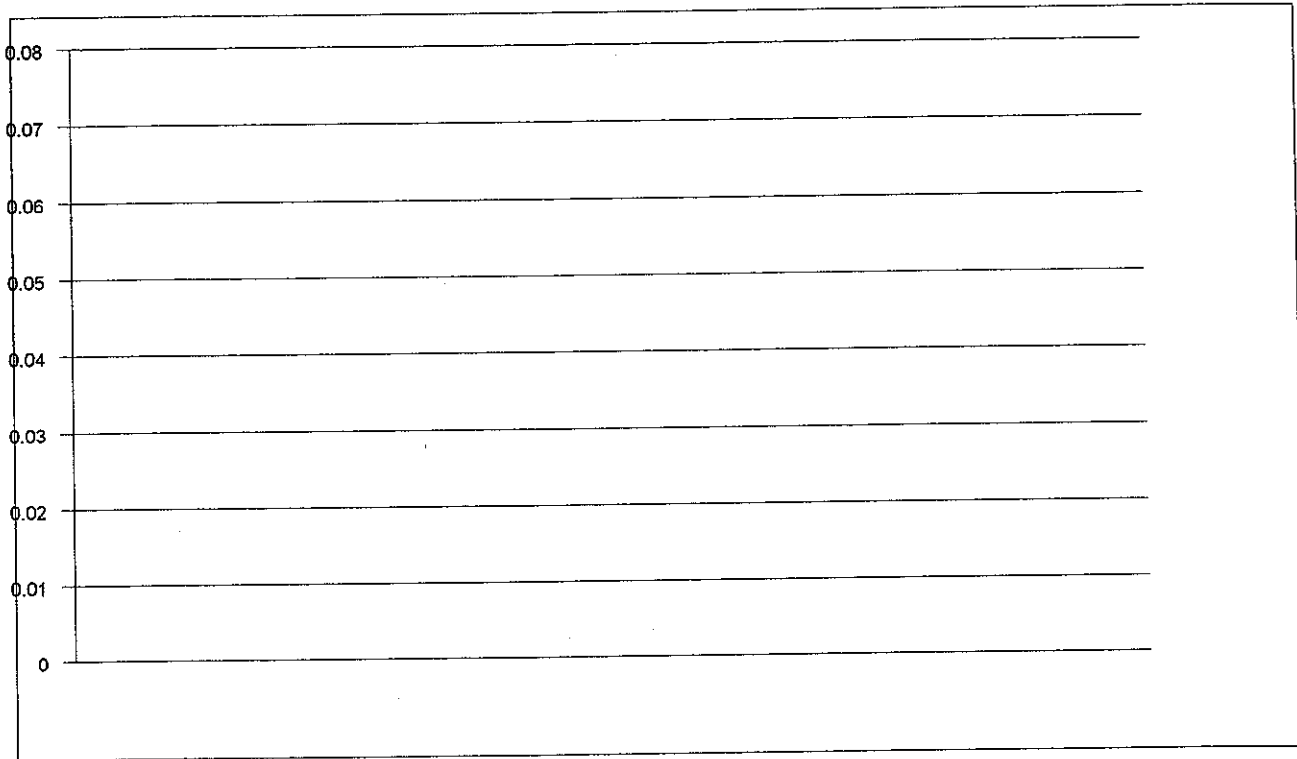


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2009 Business Results



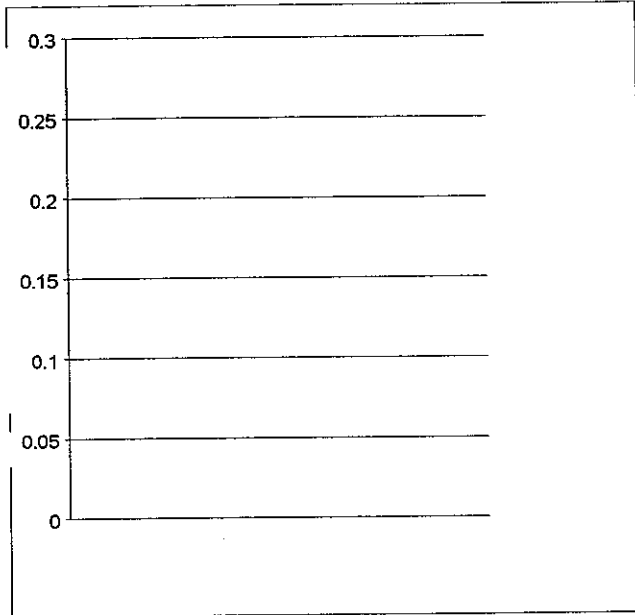
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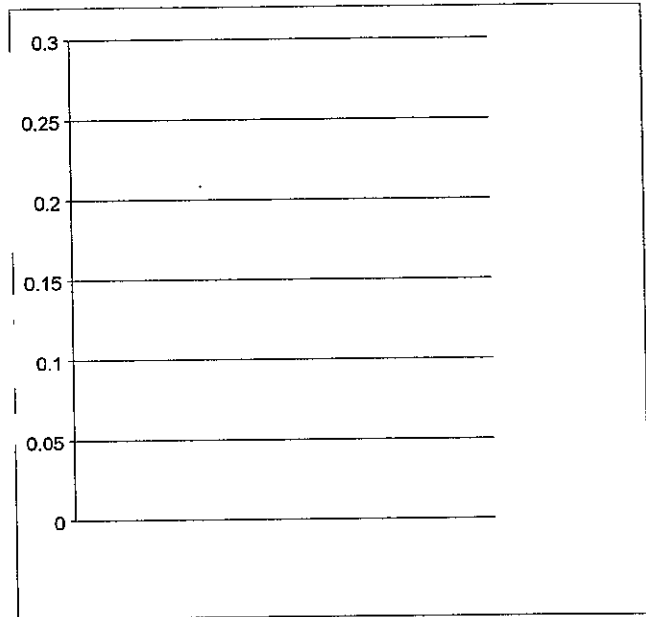


2009 Business Results

**Individual HSTS Markets
AA Share of Gross Adds**



**Individual HSTS Markets
AA Share of Churn**



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Attitudinal Research: Background and Objectives

Background

- Hill Holliday created a "grass roots" marketing program in key African American markets – "How Sweet the Sound Gospel Choir competition" – to improve Verizon Wireless' perception and consideration among African Americans.

Study Objectives

- Study's primary objective is to examine how Verizon Wireless' "How Sweet the Sound" program affects African Americans' perceptions of the brand on key attributes.
- Additional objectives are to:
 - Measure awareness of the program overall
 - Measure familiarity with Verizon Wireless compared to other major carriers among African Americans.
 - Determine how each major carrier is perceived by the target population.
 - Obtain overall awareness, consideration, and attribute ratings and rankings of Verizon Wireless and other major carriers.
 - Determine how Verizon Wireless' position has changed among the target groups in these metro areas in the year since the prior wave was conducted.

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Methodology Overview

Methodology

Project Name: Verizon Wireless How Sweet the Sound Program
Design/Method: Online tracker

Sample

Sample Size: 2008 Post Wave: 2,205
2009 Wave: 2,353
Sample Source: MarketTools' ZoomPanel
Respondents: African American adults age 18 to 54
Reside in one of 11 metro areas in which HSTS program was run
Must use wireless service and fully or partially pay for their service

Field Dates: Surveys were deployed in groups of metro areas, tied to the dates of local HSTS events:
2008 Dates:
St. Louis, Atlanta, NYC/Newark and Detroit: 9/26 to 10/14/08
Philadelphia and Washington, DC: 10/3 to 10/9/08
Chicago and Memphis: 10/10 to 10/27/08
Houston, SF Bay Area and Los Angeles: 10/17 to 10/31/08
2009 Dates:
Houston and St. Louis: 9/23 to 10/26/09
NYC/Newark, Philadelphia and Washington, DC: 9/29 to 10/26/09
Atlanta, Chicago and Detroit: 10/6 to 10/26/09
Memphis, Los Angeles and San Francisco Bay Area: 10/3 to 10/26/09

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Summary

- Program awareness measures are up from the prior wave conducted after the 2008 HSTS season (fall 2008).
 - There is higher awareness of the program in almost all metro areas and customer groups, possibly because of the increased marketing support for the program in 2009.
 - Although the majority of respondents were not able to recall the sponsor of the competition, Verizon Wireless gets credit more than any other carrier (as being the sponsor). Additionally, recall of Verizon Wireless as the sponsor of the program is up from 2008.
- The program has a positive effect on both opinion and purchase consideration for Verizon Wireless.
 - After being told that Verizon Wireless sponsored the HSTS Program, one-third of respondents say it improved their opinion of Verizon Wireless; consistent with the findings in 2008. A majority of respondents say it is because the HSTS Program showed that Verizon Wireless is willing to be involved in their community. There were also increased mentions of "Diversified/no racial discrimination" and "Great program/great event" in 2009 (as reason for improved opinion).
 - As in 2008, one-third say they are definitely or probably more likely to purchase wireless service from Verizon Wireless after learning Verizon Wireless sponsored HSTS. Again, "community involvement" is most often mentioned as the reason why.

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Conclusions

- The research shows that the 2009 program seems to be building on the success of 2008.
 - The increased promotion of the program in 2009 has increased program awareness across the board.
 - When consumers are told Verizon Wireless sponsors the program, their consideration for Verizon Wireless increases.
- Although awareness of the program is up in 2009, relatively few link the program with Verizon Wireless specifically.
 - Even when prompted with a list of possible sponsors, the majority of respondents said they were “not sure” who sponsored the program.
- Although Verizon Wireless gets more credit than any other carrier as the sponsor of the HSTS program, there may be an opportunity to increase brand linkage in HSTS materials and promotions in the future.
 - When consumers know Verizon Wireless is the sponsor, their likelihood of purchase goes up, so there is value in increasing Verizon Wireless’ linkage.

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Key Measures Summary, Part 1

	Atlanta		Chicago		Houston		Los Angeles		Memphis		New York City		Philadelphia		Oakland/SF Bay Area/SJ Area		St. Louis		Wash. DC	
	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009
	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T
Base: Recalled Gospel Music Competition	75	95	86	113	97	92	68	132	90	93	56	63	76	90	62	100	47*	57	76	66
	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%
Unaided Recall, HSTS (QP02)	7	29	13	15	20	17	24	34	16	33	41	38	7	13	16	24	26	40	11	36
		ADQ			AP		AcPVX	DFGs	ap	JDFQ	ACEJJP RVX	DFGs			ap	q	AcPVX	DFGs		VDQ
Base: Total Respondents	248	273	232	259	235	194	174	278	229	224	105	98	243	237	231	277	92	102	184	147
	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%
Prompted Recall, Verizon Wireless Sponsor HSTS (QP03)	33	62	49	51	45	58	43	68	43	64	33	80	35	49	37	57	53	73	43	67
		ADQ	APRX		APY	Bj	A	GDFGS	Ap	JDQ	ACEJJP RVX	MBDFPK OSWY			P	Rq	APRX	THDFGSY	A	VDGS
Aided Recall, Verizon Wireless sponsor HSTS (QP06)	13	21	11	18	16	20	24	31	19	27	34	43	15	18	11	19	21	27	25	22
		A		C	r		ACEPRX	BDFGSW	ACRx	JDQs	ACEJJP RVX	MBDFPK OSWY				R	ACR	Ds	ACEPRX	
Base: Opinion Of Verizon Wireless Changed	28	31	29	31	33	29	34	30	34	38	30	30	32	28	24	24	35	30	25	33
	sY	x	sY	RvX	y		RvX	Y	RvX	thGSY			RvX				RvX	y	sY	
Why Opinion Of Verizon Wireless Improved																				
Base: Opinion Of Verizon Wireless Changed	133	154	125	137	130	100	99	151	122	131	58	52	136	117	108	137	61	54	94	85
	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%
Community Involvement (Subnet)	60	61	62	50	65	46	56	56	61	58	55	62	56	42	58	52	69	61	48	55
	v	DFQY	dV		FV		QY	V	IQY			IQY				gpV	IQY		qY	YV
Base: Total Respondents	248	273	232	259	235	194	174	278	229	224	105	98	243	237	231	277	92	102	184	147
	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%
Definitely/Probably More Likely (Net)	37	34	32	34	31	30	34	34	38	42	33	33	33	30	26	25	42	33	28	27
	RvX	s	s	r			g	r	gSWY	capRVX							capRVX			
Base: Knowing Verizon Wireless Sponsored Affected Purchase - More	91	94	75	63	80	61	53	94	79	84	44*	32*	79	70	61	69	39*	34*	51	40*
	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%
Community Involvement (Subnet)	30	33	47	29	48	26	47	31	33	35	34	44	35	21	33	30	49	29	31	33
	y	DAJv			Fajrv		hA			qY		IQY	q				uAV		y	Y

* Small base/** Very small base

A/a = Significantly higher than corresponding column at 95%/90% confidence level

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Key Measures Summary, Part 2

	Atlanta		Chicago		Dallas		Houston		Los Angeles		Memphis		New York City		Philadelphia		Oakland/SF Bay Area/SJ Area		St. Louis		Washington, DC	
	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009
	A	B	C	D	E	F	G	H	J	K	M	N	P	Q	R	S	T	U	V	W	X	Y
Base: Respondents Who Have Heard of Verizon Wireless	247	271	230	258	235	193	173	278	228	223	105	97	243	235	230	276	82	102	184	147	231	263
Overall Rating of Verizon Wireless as Wireless Carrier																						
Top 3 Box	60	62	47	50	52	65	52	50	57	62	53	58	56	53	57	60	49	41	43	50	59	64
	CeetV	DHQUW			v	EDHQUW			CV	DHQUW		U	cV	u	cV	DHQUW					CV	DHQUW
Bottom 3 Box	2	3	5	4	6	3	6	7	6	5	5	6	2	6	5	4	5	8	9	8	5	3
			p		fAP		aP	BdFSY	aP					p				bFSY	AP	BdFSY	p	
Ranked Verizon Wireless First Choice																						
Base: Service Availability Metro Area (Variable Base)	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%
Verizon Wireless	24	24	18	23	27	29	26	23	24	30	28	20	20	23	28	23	35	25	18	23	30	35
					CpV		Cv		c	dhnqs	Cv				CPV		AcJPV				CPV	BDHNQSuW
Attribute Agreement: Top 3 Box Agreement for Verizon Wireless																						
Base: Total Respondents	248	273	232	259	235	194	174	278	229	224	105	98	243	237	231	277	82	102	184	147	232	264
	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%	%
Cares About My Community and What I Care For	39	38	37	29	38	40	36	31	33	38	42	44	36	38	37	30	29	30	33	29	36	34
		DSw	d			DhSW				DhSW	t	DhSuWY			DSw	s						
Offers inexpensive service and handsets	33	31	38	33	31	38	39	32	32	33	42	40	33	31	35	26	35	30	36	23	33	36
		w	e	W		SW	e	W		w	aEP	SW			s			W				SW

A/a = Significantly higher than corresponding column at 95%/90% confidence level

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Market Recommendations

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2010 Market Recommendations

MARKET	BLACK POPULATION BY CITY (2008)	BLACK BUYING POWER IN STATE (2008)	BLACK MEDIAN HOUSEHOLD INCOME (2008)	NUMBER OF BAPTIST, METHODIST AND CHRISTIAN CHURCHES BY STATE (2004)
Dallas, TX	284,395	71,999,633	28,685	13,368
Jacksonville, FL	253,174	62,89,8605	35,934	6,547
Charlotte, NC	239,261	40,937,623	55,306	9,480
Milwaukee, WI	234,056	6,496,026	29,393	1,219
Indianapolis, IN	221,399	13,544,709	30,597	4162
Cleveland, OH	219,673	30,868,391	21,292	5,916
Columbus, OH	206,945	30,868,391	31,078	5,916
New Orleans, LA	191,628	34,417,759	27,021	4,735
Norfolk, VA	107,626	38,166,070	27,487	5,085
Richmond, VA	105,432	38,166,070	27,474	5,085
Hampton, VA	71,888	38,166,070	39,675	5,085
Orlando, FL	63,904	62,898,605	29,299	6,547

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GH 2010 Market Recommendations Potential Roll Out Markets

1. Bundle Norfolk, Richmond & Hampton Virginia as one market (Execution/regional event market TBD)
2. Dallas
3. Charlotte NC
4. Jacksonville, FL

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Key Learnings

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Key Learnings



- Momentum
- Erwin-Penland
- Marketing Werks
- PMK
- Global Hue



2010 Timeline

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2010 Timeline

- **Phase I** **January - March**
 - Call for entries
 - Secure Talent
 - Grassroots Campaign Launches
- **Phase II** **April - June**
 - Registration
 - Continue Grassroots efforts
- **Phase III** **June - August**
 - Round 1 Judging
 - Tickets on sale
 - Continue Grassroots efforts
- **Phase IV** **September – November**
 - Tour begins
 - Continue Grassroots efforts
- **Phase V** **November - December**
 - Event follow-up PR



Open Discussion

- Rules and Regulations
- Extensions
- Grassroots
- Local Artists
- Talent



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Next Steps

- Agency Recommendations (12/4/09)
- Comprehensive 2010 Agency Plan (12/11/09)



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EXHIBIT 34

OLIVER G. WOOD, JR. Ph.
Consulting Economist

P.O. Box 24677
Columbia, SC 29224

Ph. (803) 736-1300
Fax (803) 736-1301
ogwecon@aol.com

February 15, 2010

Mr. P. Jeffrey North
Attorney at Law
P O Box 7525
Hilton Head, SC 29938

RE: *Hill Holliday Connors Cosmopolos, Inc. d/b/a Erwin-Penland v. Jeffrey Greenfield and 1st Approach, LLC, v. Cellco Partnership d/b/a Verizon Wireless and Joseph A. Erwin*

Dear Jeff:

Pursuant to your request, enclosed is a copy of my records in the above case.

The documents include:

1. Preliminary Evaluation of the Economic Loss to Mr. Jeffrey Greenfield and 1st Approach LLC prepared by Dr. Oliver G. Wood, Jr.
2. Preliminary Evaluation of the Financial Information and Data of Verizon Communications, Inc. prepared by Dr. Oliver G. Wood, Jr.
3. Engagement Contract between Mr. P. Jeffrey North and Dr. Oliver G. Wood, Jr.

My file also includes copies of:

1. Verizon documents Bate stamp: VZW000230495; VZW000230497- VZW000230505; VZW000061040 - VZW000061041.
2. Verizon documents Bate stamps: VZW000188526 - 000188584.
3. Verizon documents Bate stamps: VZW000216453 - 000216470.
4. Verizon documents Bate stamps: VZW000143930 - VZW000143943.
5. Defendant's Exhibit AEO8 Bate stamps: EP147520 - EP147528.
6. Defendant's Exhibit AEO7.
7. Defendant's Exhibit AEO6 Bate stamps: EP123850 - EP123855.
8. Defendant's Exhibit AE04 Bate stamps: EP031678 - EP031686.
9. Defendant's Exhibit AE03 Bate stamps: VZW000000021- VZW000000098.
10. Defendant's Exhibit AE02 Bate stamps: EP000967 - EP001051.
11. Defendant's Exhibit AE01 Bate stamps: EP235629 - EP235669.
12. Verizon documents Bate stamps: VZW000090291 -VZW000090295.
13. Verizon documents Greenfield/1st Approach Responses 2009-11-30-001318-19; 001321.

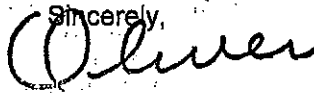
February 15, 2010
Re: Document request
Page 2

14. First Amended Counterclaim and Third Party Complaint Case NO: 6:08-CV-3980-GRA (Entry No. 24 and 24-2).
15. Consent Protective Order.
16. Defendants' and Third Party Plaintiffs' Identification of Expert Witnesses.
17. Defendants' Motion for a Protective Order.
18. Order (Written Opinion).
19. Deposition transcripts of Allen Bosworth.

I assume you have these documents, so I have not enclosed copies of them.

With best regards, I am

Sincerely,



Oliver G. Wood, Jr.

OLIVER G. WOOD, JR. Ph.D.
Consulting Economist

P.O. Box 24677
Columbia, SC 29224

Ph. (803) 736-1300
Fax (803) 736-1301
ogwecon@aol.com

February 15, 2010

TO: Mr. P. Jeffrey North, Attorney at Law

FROM: Dr. Oliver G. Wood, Jr.

RE Respond to Request for Documents in the case of *Hill Holliday Connors
Cosmopolos, Inc. d/b/a Erwin-Penland v. Jeffrey Greenfield and 1st Approach, LLC,
v. Cellco Partnership d/b/a Verizon Wireless and Joseph A. Erwin*

FOR PROFESSIONAL SERVICES RENDERED:

February 15, 2010

Review file; assemble, scan and email documents; preparation of letter to Mr.
North. (.2 hrs)
(R. A .6hr)

* * * * *

AMOUNT

Dr. Wood (.2 hours @ \$325)	\$65.00
Res. Ass't (.6 hours @ \$175)	<u>105.00</u>

TOTAL AMOUNT DUE	\$170.00
-------------------------	-----------------

Thank you,

Oliver G. Wood Jr.

Oliver G. Wood, Jr.
FIN: 20-0011267

**SUPPLEMENT TO
PRELIMINARY EVALUATION REPORT
OF THE
ECONOMIC LOSS TO
MR. JEFFREY GREENFIELD AND 1ST APPROACH, LLC**

Prepared

for

Mr. P. Jeffrey North
Mr. Paul Doolittle
Attorneys at Law

Prepared

by

Dr. Oliver G. Wood, Jr.

February 17, 2010

I have been requested to prepare a supplement to my Preliminary Evaluation of the Economic Loss to Mr. Jeffrey Greenfield and 1st Approach, LLC dated September 29, 2009.

Additional documents regarding Verizon Wireless' involvement have been reviewed.

This supplement contains 2 estimates of the extent that Verizon Wireless has been enriched by its involvement with "How Sweet the Sound."

First Estimate of "How Sweet the Sound" Economic Value to Verizon Wireless

In its 2008 Program Overview, Verizon Wireless made an estimate of the growth opportunities among the African-American (AA) population in 10 large U. S. markets. According to Verizon Wireless, it had 427,285 AA subscribers in the 10 markets. Verizon Wireless stated that if it had AA subscribers equal to the percentage of AA's in the overall population in the 10 markets, it would gain 1,132,969 subscribers. Verizon Wireless estimated that each subscriber produced Average Revenue Per Unit (ARPU) of \$745.20 per year. Thus, the potential revenue opportunity for Verizon Wireless was estimated to be \$844,288,594 (1,132,969 times \$745.20). (Note: because of apparent truncation, details do not multiply exactly to Verizon's total).

According to Verizon's 2008 Annual Report, the 2008 "cost of services and sales" was 40.1 percent of operating revenues. Applying this cost percentage to the aforesaid \$844,288,594 yields after-cost revenue of \$505,728,868.

The \$505,728,868 potential after-cost opportunity is just that: it represents Verizon Wireless' estimate of the incremental revenue if parity is achieved among

AA customers in the 10 markets. Of course, Verizon Wireless' use of "How Sweet the Sound" is just one marketing program. Verizon Wireless may supplement "How Sweet the Sound" with other programs. Verizon Wireless' efforts may produce results that are greater than parity, or it may produce results less than what would be achieved at parity.

Therefore, to deal with this situation, Exhibit 1 contains the estimated percentage and amount of increase in Verizon Wireless' after-cost revenue from AA customers in 10 designated markets as a result of the "How Sweet It Is" campaign. The percentages range from 0 percent to 100 percent. Thus, if 100 percent of the percentage increase in revenue is attributed to the "How Sweet It Is" campaign, then \$505,728,868 dollars of value is created. On the other hand, if 0 percent of the increase in revenue from AA customer is due to the "How Sweet It Is", then zero economic value has been created.

These values are estimates for 2008. Presumably, execution of the "How Sweet It Is" program in 2009, 2010, and in the future would produce similar positive results. Information regarding Verizon's 2009 and 2010 use of the "How Sweet It Is" program has not been provided. If and when that information is available, it may provide additional insight into the value of the "How Sweet It Is" program to Verizon.

Second Estimate of "How Sweet The Sound" Economic Value to Verizon Wireless

Exhibit 2 contains a second estimate of "How Sweet the Sound" economic value to Verizon. Verizon Wireless stated that it spent \$37,044,785 in 2008 on "How Sweet the Sound." Taking Verizon Wireless' estimated acquisition cost per gross add of \$104.94 and dividing it into the dollars spent to determine the estimated

number of additional subscribers from "How Sweet It Is" yields the estimated number of customers generated by the "How Sweet the Sound" program (353,009). This sum (353,009) times Verizon's estimate of Average Revenue Per Unit (ARPU) of \$745.20 equals \$263,062,307 which is another estimate of the incremental revenue from "How Sweet the Sound" program. From the estimated incremental revenue the "estimated cost of services and sales" of \$105,487,985 is subtracted to yield \$157,574,322, the After-Cost Economic Value to Verizon.

* * * * *

If additional information becomes available, it may be necessary to revise this preliminary report.

William J. Wood Jr.
2/17/10

Exhibit 1
Estimated Percentage and Amount of Increase in
Verizon Wireless' After-Cost Revenue Generated from
AA Customers in 10 Designated Markets
as a Result of the "How Sweet It Is" Campaign
0% to 100%

Estimated Verizon Wireless After-Cost Revenue: \$505,728,868

<u>Percentage Allocation to</u> <u>"How Sweet It Is" Campaign</u>	<u>Amount allocated to</u> <u>"How Sweet It Is" Campaign.</u>
0%	\$0
20	101,145,774
40	202,291,547
60	303,437,321
80	404,583,094
100	505,728,868

Source: Verizon; calculations by Dr. Oliver G. Wood, Jr.

Exhibit 2
Second Estimate of the Economic
Value to Verizon Wireless from
"How Sweet The Sound"

A. Verizon Wireless total 2008 "How Sweet the Sound" Budget	\$37,044,785
B. Divided: by Verizon Wireless' Estimated Acquisition Cost Per Gross Add	104.94
C. Equals: Estimated Number of Additions that may be Associated with Verizon Wireless' Expenditures on "How Sweet the Sound"	353,009
D. Times: Average Revenue Per Unit (per year)	745.20
E. Equals: Estimated Incremental Revenue from "How Sweet the Sound"	263,062,307
F. Less: Estimated "Cost of Services and Sales" @ 40.1 percent	<u>(105,487,985)</u>
G. Equals: After-Cost Economic Value to Verizon Wireless	\$157,574,322

Source: Verizon. Calculations by Dr. Oliver G. Wood, Jr.

SECOND SUPPLEMENT TO
PRELIMINARY EVALUATION REPORT
OF THE
ECONOMIC LOSS TO
MR. JEFFREY GREENFIELD AND 1ST APPROACH, LLC

Prepared

for

Mr. P. Jeffrey North
Mr. Paul Doolittle
Attorneys at Law

Prepared

by

Dr. Oliver G. Wood, Jr.

February 17, 2010

I have been requested to prepare a second supplement to my September 29, 2009 report to address how Erwin-Penland, the advertising agency, and Jeff Greenfield or his business entity might have benefited from the "How Sweet the Sound" program.

It is alleged by Jeff Greenfield in his counterclaim that "How Sweet the Sound" would be vested in a separate entity jointly owned by Jeff Greenfield and Erwin-Penland. Thus, under that theory, the entire amount of Verizon's expenditures as reflected in the "How Sweet the Sound" budget, would have flowed to the aforesaid entity.

Verizon Wireless' total 2008 "How Sweet the Sound" budget was \$37,044,785.

A January 9, 2009 Authorization Letter from Verizon Wireless to Hill, Holliday, Connors, Cosmopolous, Inc. (owners of Erwin-Penland) indicated a profit allowance of 10 percent. Thus, if the aforesaid entity had been the recipient of Verizon Wireless' \$37,044,785, the "How Sweet the Sound" budget, the entity's profit would have been \$3,704,478.

One of the allegations in this case is that Mr. Jeff Greenfield or his business entity would have had a 50-50 partnership with Erwin-Penland. Hence, at 50-50, Mr. Greenfield's share of the 2008 profit would have been \$1,852,239. Presumably, Mr. Greenfield or his business entity would have profited along with Erwin-Penland from the "How Sweet the Sound" involvement over the foreseeable future.

* * * * *

It is my understanding that additional financial information on Erwin-Penland may be forthcoming. Therefore, it may be necessary to revise this supplement.

William J. Wood Jr.
2/17/10

PRELIMINARY EVALUATION
OF THE
FINANCIAL INFORMATION AND DATA
ON
VERIZON COMMUNICATIONS INC.

Prepared

for

Mr. P. Jeffrey North
Mr. Paul Doolittle
Attorneys at Law

Prepared

by

Dr. Oliver G. Wood, Jr.

February 1, 2010

This preliminary report contains an evaluation of Verizon Communications Inc.'s (Verizon) financial ability to pay a potential punitive damages award.

HISTORY OF VERIZON COMMUNICATIONS

"Verizon Communications Inc., based in New York City and incorporated in Delaware, was formed on June 30, 2000, with the merger of Bell Atlantic Corp. and GTE Corp. Verizon began trading on the New York Stock Exchange (NYSE) under the VZ symbol on Monday, July 3, 2000."

The Bell Atlantic-GTE Merger

"The mergers that formed Verizon were among the largest in U. S. business history, culminating in a definitive merger agreement, dated July 27, 1998, between Bell Atlantic, based in New York City, and GTE, which was in the process of moving its headquarters from Stamford, Connecticut, to Irving, Texas.

GTE and Bell Atlantic had each evolved and grown through years of mergers, acquisitions and divestitures. Each had proven history of successfully integrating business operations.

Prior to the merger, GTE was one of the world's largest telecommunications companies, with 1999 revenues of more than \$25 billion. GTE's National and International Operations served approximately 35 million access lines through subsidiaries in the United States, Canada and the Dominican Republic, and through affiliates in Canada, Puerto Rico, and

Venezuela. (Access lines are the individual connections from a customer's premises to the phone network.) GTE was a leading wireless operator in the United States, with more than 7.1 million wireless customers and the opportunity to serve 72.5 million potential wireless customers.

Outside the 50 states, GTE operated wireless networks serving approximately 6.7 million customers with 34.8 million potential wireless customers through subsidiaries in Argentina, Canada, and the Dominican Republic, and affiliates in Canada, Puerto Rico, Venezuela and Taiwan. GTE provided internetworking services, ranging from dial-up Internet access for residential and small-business consumers to Web-based applications for *Fortune* 500 companies. GTE was also a leader in directories and telecommunications-based information services and systems.

Bell Atlantic was even larger than GTE, with 1999 revenues of more than \$33 billion. Its Domestic Telecom unit served 43 million access lines, including 22 million households and more than 2 million business customers. Its Global Wireless unit managed one of the world's largest and most successful wireless companies, with 7.7 million Bell Atlantic Mobile customers in the United States and international wireless investments in Latin America, Europe and the Pacific Rim.

The Bell Atlantic – GTE transaction - - valued at more than \$52 billion at the time of the announcement – was designed to join Bell Atlantic's sophisticated network that served its densely-packed, data-intensive customer base in 13 states from Maine to the Virginias with GTE's national footprint, advanced data

communications capabilities and long-distance expertise. The purpose was to create a combined company with the scale and scope to compete as one of the telecommunications industry's top-tier companies. This combined company would be able to provide long-distance and data services nationwide as part of a full package of other communications services (subject to regulatory restrictions).

In the meantime, on September 21, 1999, Bell Atlantic and London-based Vodafone AirTouch Pic (now Vodafone Group Pic) announced their agreement to create a new wireless business - - comprised of Bell Atlantic's and Vodafone's U. S. wireless assets (Bell Atlantic Mobile, AirTouch Cellular, PrimeCo Personal Communications and AirTouch Paging).

This wireless joint venture received regulatory approval in six months. The new "Verizon" brand was launched on April 3, 2000, and the wireless joint venture began operations as Verizon Wireless on April 4. GTE's wireless operations became part of Verizon Wireless - - creating the nation's largest wireless company - - when the Bell Atlantic - GTE merger closed nearly three months later. Verizon then became the majority owner (55 percent) of Verizon Wireless, with management control of the joint venture.

When Verizon Communications began operations in mid-2000, the leaders of Bell Atlantic and GTE shared management responsibility for the company. Former GTE Chairman and CEO Charles R. "Chuck" Lee became Verizon's founding Chairman of the Board and co-CEO, while former Bell Atlantic CEO Ivan Seidenberg became Verizon's founding President and co-CEO. In accordance with a leadership transition plan announced at the time of the

merger, Lee retired from Verizon in 2002. Seidenberg is currently Chairman and CEO."

ASSETS, LIABILITIES, AND STOCKHOLDERS' EQUITY AND NON-CONTROLLING INTEREST

Exhibit 1 contains Verizon's assets, liabilities, and stockholders' Equity and non-controlling interest, FYE 2007-2009. During this period, Verizon's assets increased from \$187.0 billion to \$227.3 billion, while stockholders' equity and non-controlling interest rose from \$82.9 billion to \$84.4 billion.

OPERATING REVENUES, OPERATING INCOME, AND NET INCOME, FYE 2007-2009

Exhibit 2 contains Verizon's operating revenues, operating income, and net income, FYE, 2007-2009. During this period, Verizon's operating revenue increased from \$93.5 billion to \$107.8 billion; operating income declined from \$15.6 billion to \$14.0 billion; and net income rose from \$5.5 billion to \$10.4 billion.

OPERATING INCOME PER YEAR, PER WEEK, PER DAY, AND PER HOUR, (24/7), FYE 2007-2009

Exhibit 3 contains Verizon's operating income per year, per week, per day, and per hour (24/7), FYE 2007-2009. In FYE 2009, Verizon's operating income averaged \$269.8 million per week, \$38.4 million per day, and \$1,601,256 per hour (24/7).

CASH FLOWS FROM OPERATING ACTIVITIES, PER YEAR, PER WEEK, PER DAY, AND PER HOUR (24/7), FYE 2007-2009

Exhibit 4 contains Verizon's cash flows from operating activities, per year, per week, per day, and per hour (24/7), FYE 2007-2009. Cash flows from operating activities is defined as net income plus depreciation plus/minus selected balance sheet and income statement amounts.

In FYE 2009, Verizon's cash flows from operating activities were \$31.6 billion. This was an average of \$607.0 million per week, \$86.4 million per day, and \$3,603,311 per hour (24/7).

EXECUTIVE COMPENSATION, FYE 2006-2008

Exhibit 5 contains Verizon's executive compensation, FYE 2006-2008. In FYE 2008, Mr. Ivan G Seidenberg, Chairman and CEO, received a salary of \$2,100,000, stock awards of \$11,365,521, and non-equity incentive plan compensation of \$3,740,625, change in pension value and nonqualified deferred compensation earnings of \$420,738, and all other compensation of \$946,754 for total compensation of \$18,573,638. In FYE 2008, the top 5 executives received total compensation of \$58,859,375.

CONDENSED BALANCE SHEET, DECEMBER 31, 2009

Exhibit 6 contains Verizon's condensed balance sheet, December 31, 2009. On that date, Verizon had \$2.0 billion in cash and cash equivalents.

Concluding Observations

- A. At the close of 2009, Verizon had \$227.3 billion in assets and \$84.4 billion in stockholders' equity and non-controlling interest.
- B. In FYE 2009, Verizon had \$107.8 billion in operating revenues, \$14.0 billion in operating income, and \$10.4 billion in net income.
- C. In FYE 2009, Verizon's operating income averaged \$269.8 million per week, \$38.4 million per day, and \$1,606,256 per hour (24/7).
- D. In FYE 2009, Verizon had \$31.6 billion in cash flows from operating activities. This was an average of \$607.0 million per week, \$86.5 million per day, and \$3,603,311 per hour (24/7).
- E. In FYE 2008, Mr. Ivan G. Seidenberg, Chairman and CEO, received total compensation of \$18,573,638. The top 5 executives received total compensation of \$58,859,375.
- F. At the close of 2009, Verizon had \$2.0 billion in cash and cash equivalents.
- G. Based on an evaluation of the financial information in this preliminary report, Verizon has the financial ability to pay a potential punitive damages award.

William J. Wood Jr.
2/1/10

Exhibit 1
Verizon Communications, Inc.
Assets, Liabilities, and Stockholders' Equity and Non-Controlling Interest
FYE, 2007-2009

FYE	Assets	-	Liabilities	=	Stockholders' and Non-Controlling Interest
2007	\$186,959,000,000	-	\$104,090,000,000	=	\$82,869,000,000
2008	202,352,000,000	-	123,447,000,000	=	78,905,000,000
2009	227,251,000,000	-	142,884,000,000	=	84,367,000,000

Source: Verizon Communications Inc, 2008 10K and 2009 Fourth Quarter Report.

Exhibit 2
Verizon Communications, Inc.
Operating Revenues, Operating Income, and Net Income
FYE, 2007-2009

FYE	Operating Revenues	Operating Income	Net Income
2007	\$93,469,000,000	\$15,578,000,000	\$5,521,000,000
2008	97,354,000,000	16,884,000,000	12,583,000,000
2009	107,808,000,000	14,027,000,000	10,358,000,000

Source: Verizon Communications Inc, 2008 10K and 2009 Fourth Quarter Report.

Exhibit 3
Verizon Communications, Inc.
Operating Income
Per Year, Per Week, Per Day and Per Hour (24/7)
FYE, 2007-2009

FYE	<u>Operating Income</u>			
	Per Year	Per Week	Per Day	Per Hour (24/7)
2007	\$15,578,000,000	\$299,576,923	\$42,679,452	\$1,778,311
2008	16,884,000,000	324,692,308	42,562,842	1,773,452
2009	14,027,000,000	269,750,000	38,430,137	1,601,256

Source: Verizon Communications Inc, 2008 10K and 2009 Fourth Quarter Report and calculations by Dr. Oliver G. Wood, Jr.

Exhibit 4
Verizon Communications, Inc.
Cash Flows from Operating Activities,
Per Year, Per Week, Per Day, and Per Hour (24/7),
FYE, 2007-2009

<u>Cash Flows From Operating Activities</u>				
FYE	Per Year	Per Week	Per Day	Per Hour (24/7)
2007	\$25,739,000,000	\$494,980,769	\$70,517,808	\$2,938,242
2008	27,557,000,000	529,942,308	75,292,350	3,137,181
2009	31,565,000,000	607,019,231	86,479,452	3,603,311

Source: Verizon Communications Inc, 2008 10K and 2009 Fourth Quarter Report and calculations by Dr. Oliver G. Wood, Jr.

Exhibit 5
Verizon Communications, Inc.
Summary Compensation
FYE 2008

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value & Non-Qualified Deferred Compensation			Total
							Earnings	Compensation	All Other Compensation	
Ivan G. Seidenberg Chairman and CEO	2008	\$2,100,000	\$0	\$11,365,521	\$0	\$3,740,625	\$420,738	\$946,754	\$18,573,638	
	2007	2,100,000	0	19,198,033	0	4,200,000	203,231	852,312	26,553,576	
	2006	2,100,000	0	13,076,534	0	4,252,500	1,097,288	734,432	21,260,754	
Dennis F. Strigl President and COO	2008	1,319,231	0	7,075,305	0	1,888,125	122,590	657,410	11,062,661	
	2007	1,250,000	0	14,562,022	0	2,000,000	32,321	615,797	18,460,140	
	2006	1,125,000	0	10,305,507	0	2,148,750	537,778	484,200	14,601,235	
William P. Barr Executive VP	2008	863,077	0	3,265,948	0	924,469	180,927	10,677,139	15,911,560	
	2007	840,000	0	7,480,222	0	1,008,000	80,990	281,402	9,690,614	
	2006	840,000	0	6,298,436	0	1,020,600	313,774	230,990	8,703,800	
Doreen A. Toben Executive VP & CFO	2008	871,154	0	3,323,724	0	1,246,875	149,875	283,183	5,874,811	
	2007	825,000	0	7,346,677	0	990,000	20,788	282,860	9,465,325	
	2006	825,000	0	6,175,549	0	1,002,375	284,787	214,347	8,502,058	
Lowell C. McAdam Executive VP & President President & CEO Verizon Wireless Joint Venture	2008	823,077	0	4,829,516	(696,813)	881,719	1,310,261	288,945	7,436,705	
	2007	800,000	0	8,507,034	7,210,476	1,032,000	207,429	332,224	18,089,163	

Source: Verizon 2009 Proxy statement.

Exhibit 6
Verizon Communications, Inc.
Condensed Balance Sheet
December 31, 2009

Assets

Cash and cash equivalents	\$2,009,000,000
Other current assets	20,599,000,000
Total assets	<u>22,608,000,000</u>

Net plant, property and equipment	91,466,000,000
Other assets	113,177,000,000
Total assets	<u>\$227,251,000,000</u>

Liabilities and Stockholders' Equity

Total current liabilities	\$29,136,000,000
Other liabilities	113,748,000,000
Total Liabilities	<u>142,884,000,000</u>

Stockholders' Equity and non-controlling interest	<u>84,367,000,000</u>
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Total liabilities and Stockholders' Equity and non-controlling interest	<u>\$227,251,000,000</u>
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Source: Verizon Communications, Inc., 2009 Fourth Quarter Report.

PRELIMINARY EVALUATION

OF THE

ECONOMIC LOSS TO

MR. JEFFREY GREENFIELD AND 1ST APPROACH, LLC

Prepared

for

**Mr. P. Jeffrey North
Attorney at Law**

Prepared

by

Dr. Oliver G. Wood, Jr.

September 29, 2009

I have been requested to evaluate the economic loss sustained by Mr. Jeffrey Greenfield and 1st Approach, LLC, as a result of alleged actions by Hill Holliday Connors Cosmopolus, Inc. d/b/a Erwin-Penland.

From the documents I have reviewed to date, including the pleadings, exhibits, and a limited number of documents produced by Erwin-Penland to date, it is my professional opinion that Defendants and Third-Party Plaintiffs Jeffrey Greenfield and 1st Approach LLC have suffered a substantial economic loss proximately caused by the wrongful acts and omissions of Erwin-Penland, Joseph A. Erwin and Verizon Wireless including, but not limited to, the following three categories of economic loss:

1. The lost profits owed to them as the creator or co-creator and owner of How Sweet the Sound, including but not limited to a share of all revenue and / or other benefits received by, or credited to, Erwin-Penland from or by Verizon in anyway related to the How Sweet the Sound campaign, and including but not limited to a share of all revenue and / or other benefits received by Verizon in anyway related to How Sweet the Sound;
2. The lost profits owed to them in providing a full range of production services to the How Sweet the Sound campaign.
3. The lost profits which they would have earned from new business generated from the positive publicity about them for creating and producing How Sweet the Sound, an Effie Award-winning national campaign.

The above-shown lost profit calculations depend in large part upon documents in the possession of Erwin-Penland and Verizon Wireless which have not yet been produced to Jeffrey Greenfield and 1st Approach LLC (or were produced to them just yesterday, September 28th), e.g. contracts between Erwin-Penland and Verizon Wireless (and other vendors), market analysis, revenue reports, wireless subscriber values, cost allocations, profit sharing formula, production costs and fees etc. Upon receipt and review of the relevant documents, the undersigned will promptly supplement this report.

My C.V. and list of cases in which I have testified is attached hereto. My compensation in this case is on an hourly basis at \$325 per hour.

William J. Wood Jr.
9/29/09

CURRICULUM VITAE

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EDUCATION:

- BS in B.A. Univ. of SC 1958 (Cum laude)
- MA in Economics Univ. of SC 1963
- Ph.D. Economics Univ. of FL 1965

PROFESSIONAL EXPERIENCE:

- Teaching:
 - Asst Prof. Univ. of SC 1965-1968
 - Assoc. Prof. Univ. of SC 1968-1973
 - Prof. of Banking & Finance Univ. of SC 1973-1994
 - Distinguished Prof. Emeritus 1994-Present
 - Economist-in-Residence, Charleston School of Law 2007-Present
- Consulting Economist:
 - Personal injury, wrongful death, employment termination, family law, business loss, and punitive damages cases 1969-Present

BUSINESS EXPERIENCE:

- Organizer & Founding Director, Republic National Bank, Columbia, SC, 1975-1987
- Assisted in organization of 11 banks and 2 savings and loan associations; consultant to numerous financial institutions
- Former member of the Columbia Advisory Board, Lexington State Bank and BB&T Financial Corp
- Organizer and Vice Chairman, BankMeridian, N.A. (Columbia /Hilton Head)
- Former Member, Columbia Advisory Board, First South Bancorp., Inc.
- Former Director, Edisto Farm Credit, ACA
- Former Member of Retirement Plan Committee, AgFirst Bank, Columbia

MILITARY:

- Active Duty, U.S. Navy (Supply Corps), 1959-1961
- U.S. Naval Reserve, 1961-1987; retired as Captain

PUBLICATIONS:

- Books and Monographs:
 1. The SC Savings and Loan Industry. Bureau of Business and Economic Research. University of SC (1967).
 2. The BASF Controversy. (with others) Bureau of Business and Economic Research. University of SC (1971).
 3. SC State Finances. (with others) Bureau of Business and Economic Research. University of SC (1973).
 4. Commercial Banking. New York: Van Nostrand Co., Inc. (1978)
 5. Analysis of Bank Financial Statements. (co-authored) New York: Van Nostrand Co., Inc. (1979).
 6. Introduction to Money and Banking. New York: Van Nostrand Co., Inc. (1980).
 7. How to Borrow Money. (co-authored), New York: Van Nostrand Reinhold (1981).

MEMBERSHIPS:

- Beta Gamma Sigma (business honor society – past president of USC Chapter)
- Omicron Delta Epsilon (economics honor society)
- ODK (national leadership honor society)
- USC NROTC Alumni Association (founder, president (2 terms), treasurer)